

VOTE SUMMARY REPORT

Date range covered : 04/01/2024 to 06/30/2024

AbbVie Inc.

Meeting Date: 05/03/2024

Country: USA

Ticker: ABBV

Record Date: 03/04/2024

Meeting Type: Annual

Primary Security ID: 00287Y109

Primary ISIN: US00287Y1091

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Roxanne S. Austin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Glenn Tilton and Rebecca Roberts is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Richard A. Gonzalez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Glenn Tilton and Rebecca Roberts is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Susan E. Quaggin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Glenn Tilton and Rebecca Roberts is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Rebecca B. Roberts	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Glenn Tilton and Rebecca Roberts is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Glenn F. Tilton	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Glenn Tilton and Rebecca Roberts 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 15.83 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: After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Nevertheless, concerns regarding the structure of the short-term and long-term incentive programs remain.</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	Eliminate Supermajority Vote Requirement	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.</i>			
6	Adopt Simple Majority Vote	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. The elimination of supermajority vote requirements would improve shareholder rights and approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure they are removed.</i>			

AbbVie Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
7	Report on Lobbying Payments and Policy	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>				
8	Report on Impact of Extended Patent Exclusivities on Product Access	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted, because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anti-competitive practices.</i>				

Adobe Inc.

Meeting Date: 04/17/2024

Country: USA

Ticker: ADBE

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 00724F101

Primary ISIN: US00724F1012

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Cristiano Amon	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1b	Elect Director Amy Banse	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1c	Elect Director Brett Biggs	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1d	Elect Director Melanie Boulden	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1e	Elect Director Frank Calderoni	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1f	Elect Director Laura Desmond	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1g	Elect Director Shantanu Narayan	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				

Adobe Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Spencer Neumann	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1i	Elect Director Kathleen Oberg	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1j	Elect Director Dheeraj Pandey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1k	Elect Director David Ricks	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1l	Elect Director Daniel Rosensweig	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank Calderoni, Amy Banse, Kathleen (Leeny) Oberg and Daniel (Dan) Rosensweig is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
2	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>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 10.05 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; and * The company maintains an auto-accelerated equity vesting change-in-control provision.</i>			
5	Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.</i>			
6	Report on Hiring of Persons with Arrest or Incarceration Records	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives.</i>			

Advanced Micro Devices, Inc.

Meeting Date: 05/08/2024

Country: USA

Ticker: AMD

Record Date: 03/13/2024

Meeting Type: Annual

Primary Security ID: 007903107

Primary ISIN: US0079031078

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Nora M. Denzel	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Mark Durcan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Michael P. Gregoire	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Joseph A. Householder	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director John W. Marren	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Jon A. Olson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Lisa T. Su	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Abhi Y. Talwalkar	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Elizabeth W. Vanderslice	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nora Denzel, Michael (Mike) Gregoire, Joseph Householder and Elizabeth Vanderslice 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 8.42 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: A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. Although the lack of forward-looking performance goal disclosure under the annual LTI program inhibits investors' ability to assess the rigor of the program, payouts under both the STI and LTI were commensurate with recent and longer-term company performance. Moreover, several special equity awards were granted to certain NEOs in light of executive changes; however, half of all sign-on and promotional awards for such NEOs were performance-conditioned, with multi-year performance periods, mitigating concerns.</i>			

Advanced Micro Devices, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.</i>				

Advantest Corp.

Meeting Date: 06/28/2024 **Country:** Japan **Ticker:** 6857
Record Date: 03/31/2024 **Meeting Type:** Annual
Primary Security ID: J00210104 **Primary ISIN:** JP3122400009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Douglas Lefever	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				
1.2	Elect Director Tsukuj, Koichi	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				
1.3	Elect Director Yoshida, Yoshiaki	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				
1.4	Elect Director Urabe, Toshimitsu	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				
1.5	Elect Director Nicholas Benes	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				
1.6	Elect Director Nishida, Naoto	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				
2	Elect Director and Audit Committee Member Sumida, Sayaka	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: <input type="checkbox"/> There are no particular concerns about the nominee.</i>				

Advantest Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Elect Alternate Director and Audit Committee Member Nishida, Naoto	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * Financial performance does not imply that the company has failed to conduct business in the interests of shareholders. * The size of the proposed ceiling cannot be regarded as high.</i>				
5	Approve Restricted Stock Plan	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>				
6	Approve Performance Share Plan	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>				
7	Approve Restricted Stock Plan	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>				
8	Approve Restricted Stock Plan	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>				

Aena S.M.E. SA

Meeting Date: 04/18/2024 **Country:** Spain **Ticker:** AENA
Record Date: 04/12/2024 **Meeting Type:** Annual
Primary Security ID: E526K0106 **Primary ISIN:** ES0105046009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Standalone Financial Statements	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>				
2	Approve Consolidated Financial Statements	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>				
3	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>				

Aena S.M.E. SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Approve Reclassification of Capitalization Reserves to Voluntary Reserves	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted, as the proposed transfer is uncontroversial.</i>			
5	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>			
6	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>			
7.1	Ratify Appointment of and Elect Beatriz Alcocer Pinilla as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the election of NI-NEDs under Items 7.1-7.3 is warranted, as the board meets the one third independence guideline applicable to Spain-incorporated, majority-controlled companies.</i>			
7.2	Ratify Appointment of and Elect Angel Faus Alcaraz as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the election of NI-NEDs under Items 7.1-7.3 is warranted, as the board meets the one third independence guideline applicable to Spain-incorporated, majority-controlled companies.</i>			
7.3	Ratify Appointment of and Elect Ainhoa Morondo Quintano as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the election of NI-NEDs under Items 7.1-7.3 is warranted, as the board meets the one third independence guideline applicable to Spain-incorporated, majority-controlled companies.</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 concerns about the company's pay practices.</i>			
9	Advisory Vote on Company's 2023 Updated Report on Climate Action Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted based on the following considerations: * The company is ahead of its scope 1 & 2 emissions reduction targets in 2023; and * The company has calculated and submitted new, updated targets to SBTi for approval. The latter mitigates concerns over the company's previous climate strategy that did not include any scope 3 emissions targets (see "Emissions reduction targets" above). However, this is not without the following concerns: * The updated strategy omits to set targets for scope 3 category 11, which represents 67.1 percent of the company's scope 3 emissions (62.5 percent in 2019). This category's emissions have decreased by 6.2 percent since base year 2019. The company says that the Scope 3 footprint reduction achieved in 2023 was mainly due to the introduction of a more sustainable aircraft fleet by airlines, as well as collaborative initiatives with third parties implemented during 2023; * As Aena forecasts growing demand of its services, the reduction in category 11, especially Landing and Take-Off cycle, is likely to be the main challenge for the company; and * The company provides insufficient information on the quantification of risks and opportunities in either financial or GHG terms.</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>			

Aflac Incorporated

Meeting Date: 05/06/2024

Country: USA

Ticker: AFL

Record Date: 02/27/2024

Meeting Type: Annual

Primary Security ID: 001055102

Primary ISIN: US0010551028

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Daniel P. Amos	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director W. Paul Bowers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Arthur R. Collins	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Miwako Hosoda	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Thomas J. Kenny	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Georgette D. Kiser	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Karole F. Lloyd	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Nobuchika Mori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Joseph L. Moskowitz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Katherine T. Rohrer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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 is reasonably aligned with performance. The majority of pay is conditioned on clearly disclosed financial metrics, and the equity awards granted to the CEO were entirely performance-based.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			

Agnico Eagle Mines Limited

Meeting Date: 04/26/2024

Country: Canada

Ticker: AEM

Record Date: 03/15/2024

Meeting Type: Annual/Special

Primary Security ID: 008474108

Primary ISIN: CA0084741085

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Leona Aglukkaq	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.2	Elect Director Ammar Al-Joundi	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.3	Elect Director Sean Boyd	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.4	Elect Director Martine A. Celej	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.5	Elect Director Jonathan Gill	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.6	Elect Director Peter Grosskopf	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.7	Elect Director Elizabeth Lewis-Gray	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.8	Elect Director Deborah McCombe	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.9	Elect Director Jeffrey Parr	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.10	Elect Director J. Merfyn Roberts	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.11	Elect Director Jamie C. Sokalsky	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jamie Sokalsky, Peter Grosskopf, and Jeffrey (Jeff) Parr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this item because only 6.90 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Amend Incentive Share Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this Employee Share Purchase Plan as the plan's provisions conform to best practice standards within the Canadian market.</i>			

Agnico Eagle Mines Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
<p><i>Additional Policy Rationale: Vote FOR this non-binding advisory vote. The quantitative pay-for-performance screen has identified a medium concern driven by the company's relative degree of pay-and-performance alignment (RDA). The 2023 CEO pay increased marginally year over year, and company's TSR outperformed the GICS group both in the last year and over a longer term. At the previous two annual shareholder meetings, the company's say-on-pay resolutions failed to garner majority support. In 2023, the company sought feedback from shareholders and responded with a few adjustments to the executive compensation approach which appeared to have improved the overall pay-and-performance alignment. As such, a vote FOR is warranted for this say on pay resolution at this time. Nevertheless, Social Advisory Services will continue to monitor the company for any potential CEO pay and company performance misalignment.</i></p>				

AIA Group Limited

Meeting Date: 05/24/2024	Country: Hong Kong	Ticker: 1299
Record Date: 05/20/2024	Meeting Type: Annual	
Primary Security ID: Y002A1105		Primary ISIN: HK0000069689

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
<p><i>Additional Policy Rationale: In the absence of any known issues concerning the company's audited accounts, financial statements, and statutory reports, a vote FOR this resolution is warranted.</i></p>				
2	Approve Final Dividend	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.</i></p>				
3	Elect Lee Yuan Siong as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				
4	Elect Chung-Kong Chow as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				
5	Elect John Barrie Harrison as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				
6	Elect Cesar Velasquez Purisima as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				
7	Elect Mari Elka Pangestu as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				
8	Elect Ong Chong Tee as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				
9	Elect Nor Shamsiah Mohd Yunus as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR all nominees is warranted.</i></p>				

AIA Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
10	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the absence of any known issues concerning the audit firm, its remuneration, and the way the audit was conducted.</i>			
11A	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the general share issuance mandate is warranted for the following: * The share issuance limit does not exceed 10 percent of the relevant class of shares for issuance for cash and non-cash consideration. * The company has specified a discount limit which is 10 percent for issuance for cash and non-cash consideration.</i>			
11B	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues concerning the proposed share repurchase.</i>			

Airbnb, Inc.

Meeting Date: 06/05/2024	Country: USA	Ticker: ABNB
Record Date: 04/08/2024	Meeting Type: Annual	
Primary Security ID: 009066101		Primary ISIN: US0090661010

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Brian Chesky	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee member Kenneth (Ken) Chenault for lack of diversity on the board. WITHHOLD votes are also warranted for incumbent governance committee member Ken Chenault, given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Angela Ahrendts for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR Brian Chesky is warranted.</i>			
1.2	Elect Director Angela Ahrendts	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee member Kenneth (Ken) Chenault for lack of diversity on the board. WITHHOLD votes are also warranted for incumbent governance committee member Ken Chenault, given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Angela Ahrendts for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR Brian Chesky is warranted.</i>			
1.3	Elect Director Kenneth Chenault	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee member Kenneth (Ken) Chenault for lack of diversity on the board. WITHHOLD votes are also warranted for incumbent governance committee member Ken Chenault, given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Angela Ahrendts for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR Brian Chesky is warranted.</i>			

Airbnb, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.90 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 for the year in review. The CEO received nominal pay in 2023, consistent with the CEO's PRSU award in 2020 that is meant to cover 10 years of compensation. Nevertheless, for the remaining NEOs, there are concerns regarding the primarily subjective nature of the annual incentive plan and the lack of performance criteria in the long-term incentive plan. These aspects warrant further monitoring.</i>			
4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as the company is de-facto controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i>			
5	Report on Political Contributions and Expenditures	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from increased disclosure on the company's political activities.</i>			

Allegion Plc

Meeting Date: 06/06/2024

Country: Ireland

Ticker: ALLE

Record Date: 04/11/2024

Meeting Type: Annual

Primary Security ID: G0176J109

Primary ISIN: IE00BFRT3W74

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Kirk S. Hachigian	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Susan L. Main	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Steven C. Mizell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Nicole Parent Haughey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Lauren B. Peters	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Ellen Rubin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director John H. Stone	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Allegion Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Dev Vardhan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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 for the year in review. Annual incentives were determined by pre-set financial metrics, with performance targets that were set above the prior year's targets and achieved results. In addition, half of target long-term incentives are performance conditioned and measured over a multi-year period.</i>			
3	Ratify PricewaterhouseCoopers as Auditors and Authorise Their Remuneration	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 26.62 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i>			
4	Renew the Board's Authority to Issue Shares Under Irish Law	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>			
5	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions 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>			

Alnylam Pharmaceuticals, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: ALNY

Record Date: 03/22/2024

Meeting Type: Annual

Primary Security ID: 02043Q107

Primary ISIN: US02043Q1076

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Dennis A. Ausiello	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dennis Ausiello and David Pyott is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Olivier Brandicourt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dennis Ausiello and David Pyott is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Peter N. Kellogg	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dennis Ausiello and David Pyott is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director David E.I. Pyott	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dennis Ausiello and David Pyott is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Alnylam Pharmaceuticals, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><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. Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i></p>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<p><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></p>				

Alphabet Inc.

Meeting Date: 06/07/2024

Country: USA

Ticker: GOOGL

Record Date: 04/09/2024

Meeting Type: Annual

Primary Security ID: 02079K305

Primary ISIN: US02079K3059

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Larry Page	Mgmt	For	For
<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>				
1b	Elect Director Sergey Brin	Mgmt	For	For
<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>				
1c	Elect Director Sundar Pichai	Mgmt	For	For
<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>				
1d	Elect Director John L. Hennessy	Mgmt	For	Against
<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Frances H. Arnold	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director R. Martin "Marty" Chavez	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director L. John Doerr	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Roger W. Ferguson, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director K. Ram Shriram	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Robin L. Washington	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members John Hennessy and Frances Arnold are warranted for lack of diversity on the board. Votes AGAINST governance committee members John Hennessy and Frances Arnold are further warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, Kavitarik Ramanujam (Ram) Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. 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 6.10 percent of the fees paid to the auditor are for non-audit purposes.</i>			
3	Amend Bylaw regarding Stockholder Approval of Director Compensation	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.</i>			
5	Report on Electromagnetic Radiation and Wireless Technologies Risks	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.</i>			
6	Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i>			
7	Report on Climate Risk in Retirement Plan Options	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>			
8	Report on Lobbying Payments and Policy	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i>			
9	Approve Recapitalization Plan for all Stock to Have One-vote per Share	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i>			
10	Report on Reproductive Healthcare Misinformation Risks	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because further disclosure would benefit shareholders' understanding on the steps that Alphabet Inc. is taking to address concerns related to potential reproductive healthcare misinformation.</i>			
11	Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as more explicitly including artificial intelligence oversight into the Audit and Compliance Committee's responsibilities would benefit shareholders by identifying clear lines of board responsibility to mitigate related risks and better refine some of the company's current risk oversight mechanisms.</i>			
12	Report on Risks Related to AI Generated Misinformation and Disinformation	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks</i>			
13	Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</i>			

Alphabet Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
14	Adopt Targets Evaluating YouTube Child Safety Policies	SH	Against	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>				

Amadeus IT Group SA

Meeting Date: 06/05/2024	Country: Spain	Ticker: AMS
Record Date: 05/31/2024	Meeting Type: Annual	
Primary Security ID: E04648114	Primary ISIN: ES0109067019	
Additional Policy: SRI		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Consolidated and Standalone Financial Statements	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i></p>				
2	Approve Non-Financial Information Statement	Mgmt	For	For
<p><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></p>				
3	Advisory Vote on Remuneration Report	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this item is warranted due to a lack of material concerns regarding the company's remuneration practices during the fiscal year under review.</i></p>				
4	Approve Allocation of Income and Dividends	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</i></p>				
5	Approve Discharge of Board	Mgmt	For	For
<p><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></p>				
6.1	Reelect William Connelly as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i></p>				
6.2	Reelect Luis Maroto Camino as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i></p>				
6.3	Reelect Pilar Garcia Ceballos-Zuniga as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i></p>				
6.4	Reelect Stephan Gemkow as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i></p>				

Amadeus IT Group SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
6.5	Reelect Peter Kuerpick as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i>			
6.6	Reelect Xiaoqun Clever-Steg as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i>			
6.7	Reelect Amanda Mesler as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i>			
6.8	Reelect Jana Eggers as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted due to a lack of material concerns about the proposed nominees and the resulting board composition.</i>			
7	Approve Remuneration of Directors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed remuneration for board-related duties is within market standards.</i>			
8	Approve Remuneration Policy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted as the proposed policy is overall within market standards. However, this is not without concerns because: * The variable remuneration of the CEO appears generous for market standards, and the company further increases the STI award limit by 25 percent. * The proposed policy fails to align exit payments with best practice. * The derogation policy is overly broad. Mitigating, recent variable incentives only partially vested, and pay-for-performance alignment is currently not a cause of concern.</i>			
9	Approve Executive Share Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because the terms of the proposed plan are not problematic.</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>			

American International Group, Inc.

Meeting Date: 05/15/2024

Country: USA

Ticker: AIG

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 026874784

Primary ISIN: US0268747849

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Paola Bergamaschi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director James Cole, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

American International Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director James (Jimmy) Dunne, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director John (Chris) Inglis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Linda A. Mills	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Diana M. Murphy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Peter R. Porrino	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director John G. Rice	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Vanessa A. Wittman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Peter Zaffino	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members John Rice, James Cole Jr. and Diana Murphy 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	Against
	<i>Additional Policy Rationale: CEO pay and company performance were reasonably aligned for the year in review. A qualitative review of incentive programs indicates largely performance-based pay, although certain design and disclosure issues are noted. Nevertheless, significant concerns are raised by the committee's limited degree of responsiveness following last year's failed say-on-pay vote. The committee made a commitment to limit one-time awards to extraordinary circumstances. While this is meaningful, it does not directly address shareholders' noted concerns regarding one-time award "quantum and structure." A failed say-on-pay vote warrants the highest degree of responsiveness, and the committee's actions are considered to fall short of that standard. Accordingly, a vote AGAINST this proposal is warranted.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.02 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>			
5	Adopt Director Election Resignation Bylaw	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted as there are no recurring issues or company-specific factors at AIG that suggest the proponent's more-stringent director resignation policy is necessary at this time.</i>			

Ameriprise Financial, Inc.

Meeting Date: 04/24/2024

Country: USA

Ticker: AMP

Record Date: 02/26/2024

Meeting Type: Annual

Primary Security ID: 03076C106

Primary ISIN: US03076C1062

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director James M. Cracchiolo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Robert F. Sharpe, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Dianne Neal Blixt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Amy DiGeso	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Christopher J. Williams	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Armando Pimentel, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Brian T. Shea	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director W. Edward Walter, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Sharpe Jr., Amy DiGeso, Brian Shea and Christopher Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Amend Certificate of Incorporation to Allow the Exculpation of Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * Excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			

Ameriprise Financial, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Ratify PricewaterhouseCoopers 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>				

Amgen Inc.

Meeting Date: 05/31/2024	Country: USA	Ticker: AMGN
Record Date: 04/01/2024	Meeting Type: Annual	
Primary Security ID: 031162100		Primary ISIN: US0311621009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Wanda M. Austin	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1b	Elect Director Robert A. Bradway	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1c	Elect Director Michael V. Drake	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1d	Elect Director Brian J. Druker	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1e	Elect Director Robert A. Eckert	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1f	Elect Director Greg C. Garland	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1g	Elect Director Charles M. Holley, Jr.	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				
1h	Elect Director S. Omar Ishrak	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>				

Amgen Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1i	Elect Director Tyler Jacks	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1j	Elect Director Mary E. Klotman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1k	Elect Director Ellen J. Kullman	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1l	Elect Director Amy E. Miles	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert (Bob) Eckert, Michael Drake, Greg Garland, Charles Holley Jr., Ellen Kullman, and Amy Miles is warranted for lack of diversity on the board. A vote FOR the remaining 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 for the year in review. Although some concerns are noted, the STI and LTI plans are primarily performance-conditioned.</i>			
3	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>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			

Amphenol Corporation

Meeting Date: 05/16/2024

Country: USA

Ticker: APH

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 032095101

Primary ISIN: US0320951017

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Nancy A. Altobello	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director David P. Falck	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			

Amphenol Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.3	Elect Director Edward G. Jepsen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Rita S. Lane	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Robert A. Livingston	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Martin H. Loeffler	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director R. Adam Norwitt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Prahlad Singh	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Anne Clarke Wolff	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Falck, Rita Lane and Anne Wolff is warranted for lack of diversity on the board. A vote AGAINST Anne Wolff is warranted for serving as a non-independent member, per Social Advisory Services' classification, of key board committees. A vote FOR the remaining director nominees is warranted.</i>			
2	Approve Non-Employee Director Restricted Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that: * The shareholder value transfer appears to be within a reasonable range; * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.29 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, with caution. Some concerns persist regarding the company's equity awards lacking any performance conditions. However, total CEO pay declined year-over-year, and annual incentive awards continue to be based primarily on financial growth metrics.</i>			

Amphenol Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i></p>				
6	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted as the proposed 15 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse is small.</i></p>				

Annaly Capital Management, Inc.

Meeting Date: 05/15/2024	Country: USA	Ticker: NLY
Record Date: 03/18/2024	Meeting Type: Annual	
Primary Security ID: 035710839		Primary ISIN: US0357108390

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Francine J. Bovich	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1b	Elect Director David L. Finkelstein	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1c	Elect Director Thomas Hamilton	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1d	Elect Director Kathy Hopinkah Hannan	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1e	Elect Director Michael Haylon	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1f	Elect Director Martin Laguerre	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1g	Elect Director Manon Laroche	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				

Annaly Capital Management, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Eric A. Reeves	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director John H. Schaefer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Glenn A. Votek	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Scott Wede	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Vicki Williams	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael Haylon, Francine Bovich, Kathy Hannan, Eric Reeves and Vicki Williams 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Half of LTI awards vest based on clearly-disclosed multi-year goals and the relative metric targets outperformance. However, there are significant concerns surrounding the corporate scorecard used to determine incentive awards. The structure is overly complex, and the minimum hurdle required to receive a payout does not appear meaningful. Concerns are heightened in the context of a relatively large cash incentive opportunity for the CEO and a target LTI opportunity which increased amid sustained TSR underperformance. In addition, concerns are raised with respect to high CEO pay relative to company performance compared to the company's peers and high CEO pay in relation to company peer group CEO median pay levels. While certain FY24 pay program commitments disclosed in a supplemental filing aimed at addressing pay program complexity and rigor appear positive, the commitments do not sufficiently mitigate concerns identified for the year in review.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 23.17 percent of the fees paid to the auditor are for non-audit purposes.</i>			

ANSYS, Inc.

Meeting Date: 05/22/2024

Country: USA

Ticker: ANSS

Record Date: 04/09/2024

Meeting Type: Special

Primary Security ID: 03662Q105

Primary ISIN: US03662Q1058

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Merger Agreement	Mgmt	For	For
	<i>Additional Policy Rationale: On balance, support FOR this transaction is warranted in light of the compelling strategic rationale, the reasonably thorough sales process, and the premium implied by the balanced form of consideration, which provides liquidity and certainty of value, as well as continued participation in the upside potential of the combined company.</i>			

ANSYS, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. Further, outstanding equity will only accelerate upon a qualifying termination.</i>				
3	Adjourn Meeting	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted as the underlying transaction merits support.</i>				

ANSYS, Inc.

Meeting Date: 06/07/2024 **Country:** USA **Ticker:** ANSS
Record Date: 04/09/2024 **Meeting Type:** Annual
Primary Security ID: 03662Q105 **Primary ISIN:** US03662Q1058

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1A	Elect Director Jim Frankola	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Ronald (Ron) Hovsepian is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1B	Elect Director Alec D. Gallimore	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Ronald (Ron) Hovsepian is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1C	Elect Director Ronald W. Hovsepian	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Ronald (Ron) Hovsepian is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 13.10 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	Against
<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * Excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * High CEO pay in relation to company peer group CEO median pay levels.</i>				
4	Provide Right to Call a Special Meeting	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the ability to call special meetings would improve shareholder rights.</i>				

Antofagasta Plc

Meeting Date: 05/08/2024 **Country:** United Kingdom **Ticker:** ANTO
Record Date: 05/03/2024 **Meeting Type:** Annual
Primary Security ID: G0398N128 **Primary ISIN:** GB0000456144

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. It is noted for shareholder awareness that the FY2024 LTIP award has been set at the exceptional level of 300% of base salary (90% of base salary for restricted awards and 210% for performance awards). However, although certain features of remuneration differ from UK practice, the Company is based in Chile. Moreover, as an overriding consideration, the CEO is not a board member, and some of the details of his remuneration have been disclosed on a voluntary basis. As a result, this increased opportunity is not being treated as a material concern.</i>			
3	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>			
4	Re-elect Jean-Paul Luksic as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
5	Re-elect Francisca Castro as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
6	Re-elect Ramon Jara as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
7	Re-elect Juan Claro as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
8	Re-elect Andronico Luksic as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
9	Re-elect Vivianne Blanlot as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
10	Re-elect Michael Anglin as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
11	Re-elect Tony Jensen as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
12	Re-elect Eugenia Parot as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
13	Re-elect Heather Lawrence as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
14	Elect Tracey Kerr as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			

Antofagasta Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
15	Appoint Deloitte LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
16	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</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>			
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>			

Apollo Global Management, Inc.

Meeting Date: 06/24/2024

Country: USA

Ticker: APO

Record Date: 04/25/2024

Meeting Type: Annual

Primary Security ID: 03769M106

Primary ISIN: US03769M1062

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Marc Beilinson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			

Apollo Global Management, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director James Belardi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Jessica Bibliowicz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Jay Clayton (Walter J. Clayton, III)	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Michael Ducey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Kerry Murphy Healey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Mitra Hormozi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Pamela Joyner	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			

Apollo Global Management, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.9	Elect Director Scott Kleinman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director A.B. Krongard	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Pauline Richards	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.12	Elect Director Marc Rowan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.13	Elect Director David Simon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.14	Elect Director Lynn Swann	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
1.15	Elect Director Patrick Toomey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			

Apollo Global Management, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.16	Elect Director James Zelter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Walter (Jay) Clayton III, Pamela Joyner and Alvin Krongard is warranted for lack of diversity on the board. A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 9.96 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Arista Networks, Inc.

Meeting Date: 06/07/2024

Country: USA

Ticker: ANET

Record Date: 04/09/2024

Meeting Type: Annual

Primary Security ID: 040413106

Primary ISIN: US0404131064

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Kelly Battles	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Jayshree Ullal and Kelly Battles for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent director nominees Jayshree Ullal and Kelly Battles 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, each of which adversely impact shareholder rights. Votes FOR the new director nominee Kenneth (Ken) Duda are warranted at this time.</i>			
1.2	Elect Director Kenneth Duda	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Jayshree Ullal and Kelly Battles for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent director nominees Jayshree Ullal and Kelly Battles 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, each of which adversely impact shareholder rights. Votes FOR the new director nominee Kenneth (Ken) Duda are warranted at this time.</i>			
1.3	Elect Director Jayshree Ullal	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Jayshree Ullal and Kelly Battles for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent director nominees Jayshree Ullal and Kelly Battles 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, each of which adversely impact shareholder rights. Votes FOR the new director nominee Kenneth (Ken) Duda are warranted at this time.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; and * The company has not disclosed any risk mitigators, such as a clawback policy, CEO stock ownership guidelines, or stock holding period requirements.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.86 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>			

Arthur J. Gallagher & Co.

Meeting Date: 05/07/2024

Country: USA

Ticker: AJG

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 363576109

Primary ISIN: US3635761097

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Sherry Barrat	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Deborah Caplan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Teresa Clarke	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director John Coldman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Pat Gallagher	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director David Johnson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Chris Miskel	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Ralph Nicoletti	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Norman Rosenthal	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members David Johnson, Sherry Barrat, and Christopher Miskel 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 4.55 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 were reasonably aligned for the year in review.</i>			

Astellas Pharma, Inc.

Meeting Date: 06/20/2024

Country: Japan

Ticker: 4503

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J03393105

Primary ISIN: JP3942400007

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Yasukawa, Kenji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Okamura, Naoki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Sugita, Katsuyoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Tanaka, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Sakurai, Eriko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Miyazaki, Masahiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Ono, Yoichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.1	Elect Director and Audit Committee Member Hirota, Rika	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director and Audit Committee Member Nakayama, Mika	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director and Audit Committee Member Aramaki, Tomoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

AstraZeneca PLC

Meeting Date: 04/11/2024

Country: United Kingdom

Ticker: AZN

Record Date: 04/09/2024

Meeting Type: Annual

Primary Security ID: G0593M107

Primary ISIN: GB0009895292

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 Dividends	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>			
3	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>			
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.7 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
5a	Re-elect Michel Demare as Director	Mgmt	For	For
	<i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>			
5b	Re-elect Pascal Soriot as Director	Mgmt	For	For
	<i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>			
5c	Re-elect Aradhana Sarin as Director	Mgmt	For	For
	<i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>			
5d	Re-elect Philip Broadley as Director	Mgmt	For	For
	<i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>			
5e	Re-elect Euan Ashley as Director	Mgmt	For	For
	<i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5f	Re-elect Deborah DiSanzo as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				
5g	Re-elect Diana Layfield as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				
5h	Elect Anna Manz as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				
5i	Re-elect Sheri McCoy as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				
5j	Re-elect Tony Mok as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				
5k	Re-elect Nazneen Rahman as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				
5l	Re-elect Andreas Rummelt as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5m	Re-elect Marcus Wallenberg as Director	Mgmt	For	For
	<i>Additional Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>			
6	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>			
7	Approve Remuneration Policy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this item is warranted: * The new maximum pay opportunities, especially a new LTIP maximum of 850% of salary, represent a substantial pay adjustment which positions executive pay very significantly above the Company's FTSE 10 peers. Bonus opportunities are increased simultaneously, further increasing variable pay. * The proposed variable incentive repositioning follows a trend of large increases to potential pay every policy year and represents the opportunity of an additional 3.5x salary since 2020 (although the growth of the Company in market cap, revenue, and TSR since 2020 is also recognised). The merits of the Company's rationale are acknowledged: AstraZeneca undoubtedly has a global reach, is in a high-paying sector, and is led by a very highly regarded CEO. However, the degree by which the new opportunity exceeds FTSE peers is very high, to the extent that support is not recommended.</i>			
8	Amend Performance Share Plan 2020	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this item is warranted: * The new LTIP maximum of 850% of salary represents a significant pay adjustment which positions executive pay significantly above the Company's FTSE 10 peers.</i>			
9	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>			
10	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>			
11	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>			
12	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>			
13	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>			
14	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>			

AvalonBay Communities, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: AVB

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 053484101

Primary ISIN: US0534841012

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Glyn F. Aeppel	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Terry S. Brown	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Ronald L. Havner, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Stephen P. Hills	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Christopher B. Howard	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Richard J. Lieb	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Nnenna Lynch	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Charles E. Mueller, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Timothy J. Naughton	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Benjamin W. Schall	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

AvalonBay Communities, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1k	Elect Director Susan Swanezy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Terry Brown, Glyn Aeppel, Christopher Howard, and Susan Swanezy 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. Despite concerns regarding the goal rigor of some LTI metrics, the short-term incentive plan is primarily based on quantitative financial and operational metrics, and the long-term incentive plan is entirely performance-based.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 17.70 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Azbil Corp.

Meeting Date: 06/25/2024

Country: Japan

Ticker: 6845

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J0370G106

Primary ISIN: JP3937200008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 39.5	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Sone, Hirozumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Yamamoto, Kiyohiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Yokota, Takayuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Katsuta, Hisaya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Fujiso, Waka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Nagahama, Mitsuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The affiliated outsider's presence on the board cannot be regarded detrimental when the board is majority independent.</i>			

Azbil Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.7	Elect Director Anne Ka Tse Hung	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Sato, Fumitoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Yoshikawa, Shigeaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Miura, Tomoyasu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.11	Elect Director Ichikawa, Sachiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.12	Elect Director Yoshida, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

BCE Inc.

Meeting Date: 05/02/2024

Country: Canada

Ticker: BCE

Record Date: 03/18/2024

Meeting Type: Annual

Primary ISIN: CA05534B7604

Primary Security ID: 05534B760

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Mirko Bibic	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.2	Elect Director Robert P. Dexter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.3	Elect Director Katherine Lee	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.4	Elect Director Monique F. Leroux	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.5	Elect Director Sheila A. Murray	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.6	Elect Director Gordon M. Nixon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.7	Elect Director Louis P. Pagnutti	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.8	Elect Director Calin Rovinescu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.9	Elect Director Karen Sheriff	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.10	Elect Director Jennifer Tory	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.11	Elect Director Louis Vachon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.12	Elect Director Johan Wibergh	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
1.13	Elect Director Cornell Wright	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST for incumbent nominating committee members Katherine Lee, Monique Leroux, Sheila Murray, Karen Sheriff and Cornell Wright for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
2	Ratify Deloitte LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.86 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			

Berkshire Hathaway Inc.

Meeting Date: 05/04/2024

Country: USA

Ticker: BRK.B

Record Date: 03/06/2024

Meeting Type: Annual

Primary Security ID: 084670702

Primary ISIN: US0846707026

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Warren E. Buffett	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>				
1.2	Elect Director Gregory E. Abel	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>				
1.3	Elect Director Howard G. Buffett	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.4	Elect Director Susan A. Buffett	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.5	Elect Director Stephen B. Burke	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.6	Elect Director Kenneth I. Chenault	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.7	Elect Director Christopher C. Davis	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.8	Elect Director Susan L. Decker	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.9	Elect Director Charlotte Guyman	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.10	Elect Director Ajit Jain	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.11	Elect Director Thomas S. Murphy, Jr.	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.12	Elect Director Ronald L. Olson	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.13	Elect Director Wallace R. Weitz	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
1.14	Elect Director Meryl B. Witmer	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman and Thomas Murphy Jr. for lack of diversity on the board. WITHHOLD votes are warranted for governance committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, Charlotte Guyman, and Thomas Murphy Jr., due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes are warranted for compensation committee members Stephen Burke, Kenneth Chenault, Charlotte Guyman, and Thomas Murphy Jr. due to persistent concerns regarding executive pay practices and disclosures. These issues call into question whether the compensation committee is providing adequate oversight and indicates poor stewardship. WITHHOLD votes are warranted for the incumbent chair of the audit committee, Susan (Sue) Decker, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Warren Buffett are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the other director nominees is warranted.</i></p>			
2	Report on Efforts to Measure, Disclose and Reduce GHG Emissions Associated with Underwriting, Insuring, and Investing	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted at this time because the requested report would allow shareholders to evaluate emissions from Berkshire's insurance group, its peers have made public commitments, and the report may help the company prepare for state climate regulations.</i></p>			
3	Disclose BHE's Emissions and Progress Towards Goal in Consolidated Report	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.</i></p>			
4	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this resolution is warranted due to: * The absence of information regarding comprehensive company diversity-related policies, programs, or metrics; and * The potential benefits of increased reporting that would allow shareholders to better assess the company's diversity-related efforts and program effectiveness.</i></p>			
5	Establish a Railroad Safety Committee	SH	Against	For
	<p><i>Additional Policy Rationale: By establishing a dedicated Railroad Safety Committee, the company will have a centralized device to continue, ensure, and promote its Railroad Safety and risk mitigation initiatives. The adoption of this resolution will also solidify the company's commitment to prevent future incidents by monitoring staffing levels, equipment conditions, and train lengths. As such, support FOR this proposal is warranted.</i></p>			

Berkshire Hathaway Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
6	Report on Effect of Energy Policy Research Foundation Findings to Company's Financial Statements	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company's climate policy is not clearly linked to the IEA's NZE 2050 Scenario and there are more widely accepted resources with which to evaluate the future energy mix than that requested by the proponent.</i>			
7	Report on Risks Related to Operations in China	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure regarding its business operations in China, and there do not appear to be significant, related controversies.</i>			

Biogen Inc.

Meeting Date: 06/20/2024

Country: USA

Ticker: BIIB

Record Date: 04/25/2024

Meeting Type: Annual

Primary Security ID: 09062X103

Primary ISIN: US09062X1037

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Caroline D. Dorsa	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Maria C. Freire	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director William A. Hawkins	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Susan K. Langer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Jesus B. Mantas	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Monish Patolawala	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Eric K. Rowinsky	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Biogen Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Stephen A. Sherwin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Christopher A. Viehbacher	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Caroline Dorsa, William (Bill) Hawkins III, and Eric Rowinsky is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 11.39 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. The compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote result. In addition, pay and performance are reasonably aligned, and no significant concerns were identified for the year in review. Incentive pay programs are largely performance-based and the compensation committee made positive changes to the LTI program for FY24.</i>			
4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
5	Approve 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>			
6	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that * The purchase price is reasonable; * The number of shares reserved is relatively conservative; and * The offer period is within the prescribed limits under Section 423 of the Internal Revenue Code.</i>			

Bio-Rad Laboratories, Inc.

Meeting Date: 04/23/2024

Country: USA

Ticker: BIO

Record Date: 02/26/2024

Meeting Type: Annual

Primary Security ID: 090572207

Primary ISIN: US0905722072

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Melinda Litherland	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominees Melinda Litherland and Arnold Pinkston is warranted for lack of diversity on the board.</i>			
1.2	Elect Director Arnold A. Pinkston	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominees Melinda Litherland and Arnold Pinkston is warranted for lack of diversity on the board.</i>			

Bio-Rad Laboratories, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
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	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>			

Booking Holdings Inc.

Meeting Date: 06/04/2024 **Country:** USA **Ticker:** BKNG
Record Date: 04/09/2024 **Meeting Type:** Annual
Primary Security ID: 09857L108 **Primary ISIN:** US09857L1089

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Glenn D. Fogel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.2	Elect Director Mirian M. Graddick-Weir	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.3	Elect Director Kelly Grier	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.4	Elect Director Wei Hopeman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.5	Elect Director Robert J. Mylod, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.6	Elect Director Charles H. Noski	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.7	Elect Director Larry Quinlan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.8	Elect Director Nicholas J. Read	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.9	Elect Director Thomas E. Rothman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.10	Elect Director Sumit Singh	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.11	Elect Director Lynn Vojvodich Radakovich	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			

Booking Holdings Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.12	Elect Director Vanessa A. Wittman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</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. The annual incentive bonus pool is funded based on pre-set financial goals, although the plan allows for a significant degree of committee discretion. However, an STIP payout cap is expected to be implemented in FY24. Further, equity awards are majority performance-conditioned, the LTIP is measured over a multi-year period, and the relative TSR metric is capped at target in the event absolute company TSR is negative. Nonetheless, continued monitoring of the pay program is warranted as the company continues to undergo pay program changes, particularly given the relatively high payout opportunities.</i>			
3	Ratify Deloitte & Touche 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>			
4	Amend Clawback Policy	SH	Against	For
	<i>Additional Policy 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 all recoupments. Such disclosure would benefit shareholders.</i>			
5	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the potential risks and costs associated with the fulfillment of information requests for the enforcement of state laws related to reproductive rights would allow shareholders to assess how the company is managing such risks.</i>			

Broadcom Inc.

Meeting Date: 04/22/2024

Country: USA

Ticker: AVGO

Record Date: 02/22/2024

Meeting Type: Annual

Primary Security ID: 11135F101

Primary ISIN: US11135F1012

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Diane M. Bryant	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Gayla J. Delly	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Kenneth Y. Hao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Eddy W. Hartenstein	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Broadcom Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Check Kian Low	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Justine F. Page	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Henry Samueli	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Hock E. Tan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Harry L. You	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Eddy Hartenstein, Gayla Delly, and Check Kian Low is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.72 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	Against
	<i>Additional Policy Rationale: The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. However, there are pay magnitude and structure concerns that underscore a pay-for-performance misalignment. The CEO and NEO were awarded front-loaded equity awards that cover five years of incentive pay; the awards are entirely performance-conditioned and linked to far-reaching stock price hurdles, although the magnitude is outsized and locks in high pay opportunities over a prolonged period. There are also other pay design concerns identified, including a complex regular performance LTI design. In light of these concerns, a vote AGAINST this proposal is warranted.</i>			

Brown & Brown, Inc.

Meeting Date: 05/08/2024

Country: USA

Ticker: BRO

Record Date: 03/04/2024

Meeting Type: Annual

Primary Security ID: 115236101

Primary ISIN: US1152361010

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director J. Hyatt Brown	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director J. Powell Brown	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner 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
1.3	Elect Director Lawrence L. Gellerstedt, III	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director James C. Hays	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Theodore J. Hoepner	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director James S. Hunt	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Toni Jennings	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Paul J. Krump	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Timothy R.M. Main	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Bronislaw E. Masojada	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Jaymin B. Patel	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.12	Elect Director H. Palmer Proctor, Jr.	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.13	Elect Director Wendell S. Reilly	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.14	Elect Director Kathleen A. Savio	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Brown & Brown, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.15	Elect Director Chilton D. Varner	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members H. Palmer Proctor Jr., Theodore Hoepner, Toni Jennings, Wendell Reilly, and Chilton Varner for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST this proposal are warranted because: * The company has not disclosed any short-term and long-term E&S performance incentives; and * The company provides excise tax-gross ups in existing agreements.</i>			

Cameco Corporation

Meeting Date: 05/09/2024

Country: Canada

Ticker: CCO

Record Date: 03/11/2024

Meeting Type: Annual

Primary Security ID: 13321L108

Primary ISIN: CA13321L1085

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
A1	Elect Director Catherine Gignac	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
A2	Elect Director Daniel Camus	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
A3	Elect Director Tammy Cook-Searson	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
A4	Elect Director Tim Gitzel	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
A5	Elect Director Kathryn (Kate) Jackson	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
A6	Elect Director Don Kayne	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			

Cameco Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
A7	Elect Director Dominique Miniere	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
A8	Elect Director Leontine van Leeuwen-Atkins	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Catherine Gignac, Kathryn (Kate) Jackson and Leontine van Leeuwen-Atkins for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
B	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.96 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
C	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			
D	The Undersigned Hereby Certifies that the Shares Represented by this Proxy are Owned and Controlled by a Resident of Canada. Vote FOR = Yes and ABSTAIN = No. A Vote AGAINST will be treated as not voted.	Mgmt	None	Refer
	<i>Additional Policy Rationale: No recommendation is provided for this "voting" item, as the response is dependent upon a shareholder's citizenship or residency status in Canada.</i>			

Capital One Financial Corporation

Meeting Date: 05/02/2024

Country: USA

Ticker: COF

Record Date: 03/06/2024

Meeting Type: Annual

Primary Security ID: 14040H105

Primary ISIN: US14040H1059

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Richard D. Fairbank	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Ime Archibong	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			

Capital One Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Christine Detrick	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Ann Fritz Hackett	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Suni P. Harford	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Peter Thomas Killalea	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Cornelis Petrus Adrianus Joseph ("Eli") Leenaars	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Francois Locoh-Donou	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Peter E. Raskind	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Eileen Serra	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			

Capital One Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1k	Elect Director Mayo A. Shattuck, III	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Craig Anthony Williams	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III is warranted for lack of diversity on the board. Concerns are further raised on governance committee members Ann Hackett, Francois Locoh-Donou, Peter Raskind, and Mayo Shattuck III given the board's partial responsiveness to last year's majority-supported shareholder proposal related to simple majority voting. 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, with caution. The framework for determining total pay incorporates a significant degree of discretion and lacks transparency and key disclosures, which adds to pay program complexity. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review. Additionally, the largest component of CEO pay consists of equity awards that vest based on clearly disclosed multi-year goals and utilize reasonably rigorous targets.</i>			
3	Amend Nonqualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. The plan is sufficiently broad-based and provides a reasonable limit on employee and company-matching contributions.</i>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
5	Adopt GHG Emissions Reduction Targets Associated with Lending and Investment Activities	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted. Shareholders would benefit from the company's adoption of absolute reduction targets, as it would help evaluate how the company is managing decarbonization risks.</i>			
6	Report on Civil Rights and Non-Discrimination Audit	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as Capital One appears to be taking appropriate measures to address the risk of reverse discrimination against "non-diverse" populations.</i>			
7	Adopt Director Election Resignation Bylaw	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted as there are no recurring issues or company-specific factors that suggest the proponent's more-stringent director resignation policy is necessary at this time.</i>			

CapitaLand Ascendas REIT

Meeting Date: 04/26/2024

Country: Singapore

Ticker: A17U

Record Date:

Meeting Type: Annual

Primary Security ID: Y0205X103

Primary ISIN: SG1M77906915

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Adopt Report of the Trustee, Statement by the Manager, Audited Financial Statements and Auditors' Report	Mgmt	For	For
	<i>Additional Policy Rationale: In the absence of any known issues concerning the trust's audited accounts, financial statements, and statutory reports, a vote FOR this resolution is warranted.</i>			
2	Approve Deloitte & Touche LLP as Auditors and Authorize Manager to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the absence of any known issues concerning the change of audit firm.</i>			
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the issuance request without preemptive rights is within the recommended limit.</i>			
4	Authorize Unit Repurchase Program	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted given that the size and pricing provisions of the proposed repurchase mandate are within the recommended limits.</i>			

CapitaLand Integrated Commercial Trust

Meeting Date: 04/29/2024

Country: Singapore

Ticker: C38U

Record Date: 04/26/2024

Meeting Type: Annual

Primary Security ID: Y1100L160

Primary ISIN: SG1M51904654

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Adopt Trustee's Report, the Manager's Statement, Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For
	<i>Additional Policy Rationale: In the absence of any known issues concerning the trust's audited accounts, financial statements, and statutory reports, a vote FOR this resolution is warranted.</i>			
2	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the absence of any known issues concerning the proposed audit firm and the circumstances surrounding the change of audit firm.</i>			
3	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the issuance request without preemptive rights is within the recommended limit.</i>			
4	Authorize Unit Repurchase Program	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted given that the size and pricing provisions of the proposed repurchase mandate are within the recommended limits.</i>			

Central Japan Railway Co.

Meeting Date: 06/21/2024

Country: Japan

Ticker: 9022

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J05523105

Primary ISIN: JP3566800003

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 15	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Kaneko, Shin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Niwa, Shunsuke	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Takeda, Kentaro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Nakamura, Akihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Mizuno, Takanori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Suzuki, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Tsuge, Koei	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Kasama, Haruo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Oshima, Taku	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Nagano, Tsuyoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.11	Elect Director Kiba, Hiroko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Central Japan Railway Co.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.12	Elect Director Joseph Schmelzeis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Appoint Statutory Auditor Kinoshita, Shione	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Charter Communications, Inc.

Meeting Date: 04/23/2024	Country: USA	Ticker: CHTR
Record Date: 02/23/2024	Meeting Type: Annual	
Primary Security ID: 16119P108		Primary ISIN: US16119P1084

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Eric L. Zinterhofer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director W. Lance Conn	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Kim C. Goodman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Gregory B. Maffei	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Charter Communications, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director John D. Markley, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director David C. Merritt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director James E. Meyer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Steven A. Miron	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Balan Nair	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Michael A. Newhouse	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Mauricio Ramos	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Charter Communications, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1l	Elect Director Carolyn J. Slaski	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Christopher L. Winfrey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Gregory (Greg) Maffei is warranted for serving on more than three public boards while serving as a CEO of an outside company. Votes AGAINST are further warranted for incumbent compensation committee members W. Lance Conn, Gregory Maffei, Steven Miron, Mauricio Ramos, and Eric Zinterhofer due to an unmitigated pay-for-performance misalignment. A vote AGAINST incumbent nominating committee members Eric Zinterhofer, John (Jay) Markley Jr., James Meyer and Michael Newhouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Amend Omnibus Stock Plan	Mgmt	For	Against
	<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 factor(s): * The plan cost is excessive * The disclosure of change-in-control ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary) * The plan permits liberal recycling of shares * The plan allows broad discretion to accelerate vesting</i>			
3	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
4	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 12.50 percent of the fees paid to the auditor are for non-audit purposes.</i>			
5	Report on Lobbying Payments and Policy	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as additional reporting on the company's lobbying practices and policies, including its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.</i>			
6	Report on Political Contributions and Expenditures	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as increased disclosure of the company's political contributions could help shareholders more comprehensively evaluate the company's management of related risks and benefits.</i>			

Chipotle Mexican Grill, Inc.

Meeting Date: 06/06/2024

Country: USA

Ticker: CMG

Record Date: 04/09/2024

Meeting Type: Annual

Primary Security ID: 169656105

Primary ISIN: US1696561059

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Albert S. Baldocchi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			

Chipotle Mexican Grill, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Matthew A. Carey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.3	Elect Director Gregg L. Engles	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.4	Elect Director Patricia Fili-Krushel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.5	Elect Director Laura Fuentes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.6	Elect Director Mauricio Gutierrez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.7	Elect Director Robin Hickenlooper	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.8	Elect Director Scott Maw	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.9	Elect Director Brian Niccol	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1.10	Elect Director Mary Winston	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposal is warranted, as pay and performance are reasonably aligned at this time. There are concerns regarding high maximum payout opportunities under the STIP and LTIP. That being said, short-term incentives were primarily conditioned on pre-set metrics, and long-term incentives were targeted to be majority performance-conditioned, with a multi-year measurement period and forward-looking goal disclosure.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 24.63 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Approve 50:1 Stock Split	Mgmt	For	For
	<i>Additional Policy Rationale: Given the increase in the company's stock price in recent years, and the board's rationale, a vote FOR this proposal is warranted.</i>			
5	Amend Certificate of Incorporation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. The proposed amendment is consistent with the DGCL and will not materially impact shareholder rights.</i>			
6	Commission a Third Party Audit on Working Conditions	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as a third-party audit on the well-being and safety of the company's employees would help shareholders better evaluate the effectiveness of the company's human capital management strategy, particularly its efforts to comply with laws around scheduling and benefits, child labor, and workplace violence.</i>			
7	Adopt Policy to Not Interfere with Freedom of Association Rights	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks.</i>			

Chipotle Mexican Grill, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
8	Report on Adoption of Automation	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure would help the company in its worker retention and recruitment efforts, and help shareholders understand how it is addressing labor related risks.</i>			
9	Report on Harassment and Discrimination Statistics	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and additional information regarding its preventive efforts would enable shareholders to better assess how the company is addressing and managing associated risks.</i>			

Church & Dwight Co., Inc.

Meeting Date: 05/02/2024 **Country:** USA **Ticker:** CHD
Record Date: 03/06/2024 **Meeting Type:** Annual
Primary Security ID: 171340102 **Primary ISIN:** US1713401024

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Bradlen S. Cashaw	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Matthew T. Farrell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Bradley C. Irwin	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Penny W. Price	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Susan G. Saideman	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Ravichandra K. Saligram	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Robert K. Shearer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Church & Dwight Co., Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Janet S. Vergis	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Arthur B. Winkleblack	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Laurie J. Yoler	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ravichandra (Ravi) Saligram, Bradlen Cashaw, Bradley Irwin, Susan Saideman, Janet Vergis, and Laurie Yoler 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. The company has introduced PSUs to the FY23 equity plan, addressing the concern that LTI was entirely time-based.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.29 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
5	Report on Political Contributions and Expenditures	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as increased disclosure of the company's direct and indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.</i>			

Cincinnati Financial Corporation

Meeting Date: 05/04/2024

Country: USA

Ticker: CINF

Record Date: 03/06/2024

Meeting Type: Annual

Primary Security ID: 172062101

Primary ISIN: US1720621010

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Thomas J. Aaron	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Nancy C. Benacci	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Cincinnati Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.3	Elect Director Linda W. Clement-Holmes	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Dirk J. Debbink	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Steven J. Johnston	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Jill P. Meyer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director David P. Osborn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Gretchen W. Schar	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Charles O. Schiff	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Douglas S. Skidmore	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Stephen M. Spray	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.12	Elect Director John F. Steele, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.13	Elect Director Larry R. Webb	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.14	Elect Director Cheng-sheng Peter Wu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Dirk Debbink, Linda Clement-Holmes, Jill Meyer, Gretchen Schar and Douglas Skidmore is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Cincinnati Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. However, some concerns are noted, including that the STI and LTI programs both utilize relative metrics which only target median performance, and there is no disclosed cap in the case of absolute negative TSR performance. Nevertheless, both the LTI and STI programs are entirely based on quantifiable metrics with disclosed targets, and the relative TSR metric is measured over a multi-year performance period.</i>			
3	Approve 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>			
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 20.8 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Cognizant Technology Solutions Corporation

Meeting Date: 06/04/2024 **Country:** USA **Ticker:** CTSH
Record Date: 04/08/2024 **Meeting Type:** Annual
Primary Security ID: 192446102 **Primary ISIN:** US1924461023

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Zein Abdalla	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Vinita Bali	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Eric Branderiz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Archana Deskus	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director John M. Dineen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Ravi Kumar S	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Cognizant Technology Solutions Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1g	Elect Director Leo S. Mackay, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Michael Patsalos-Fox	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Stephen "Steve" J. Rohleder	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Abraham "Bram" Schot	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Joseph M. Velli	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Sandra S. Wijnberg	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Rohleder, Zein Abdalla, Vinita Bali, Leo Mackay Jr., and Abraham (Bram) Schot 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 for the year in review. A majority of the annual incentives were tied to pre-set financial measures and annual equity awards were primarily performance-conditioned. The committee exercised positive discretion on annual incentive payouts, but below target payouts are generally in line with recent company performance.</i>			
3	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation and to Remove Obsolete Provisions	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.55 percent of the fees paid to the auditor are for non-audit purposes.</i>			
5	Adopt Policy on Fair Treatment of Shareholder Nominees	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted as the proponent as not provided a compelling argument that the proposed policy would materially protect or improve shareholders' rights.</i>			

Meeting Date: 06/10/2024

Country: USA

Ticker: CMCSA

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: 20030N101

Primary ISIN: US20030N1019

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Kenneth J. Bacon	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Thomas J. Baltimore, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Madeline S. Bell	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Louise F. Brady	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Edward D. Breen	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Jeffrey A. Honickman	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Wonya Y. Lucas	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			

Comcast Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.8	Elect Director Asuka Nakahara	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director David C. Novak	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Brian L. Roberts	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Kenneth Bacon, Madeline Bell and Jeffrey Honickman for lack of diversity on the board. WITHHOLD votes are further warranted for Kenneth Bacon, Madeline Bell, and Jeffrey Honickman given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none 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. There are goal disclosure concerns for some of the metrics under the annual and long-term incentive plans. That said, short-term incentives were primarily based on pre-set financial metrics, and long-term incentives were targeted to be majority performance-conditioned, with the proportion of PSUs expected to increase in FY24.</i>			
4	Report on Congruency of Political Spending with Company Stated Values	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.</i>			

Constellation Energy Corporation

Meeting Date: 04/30/2024 **Country:** USA **Ticker:** CEG
Record Date: 03/06/2024 **Meeting Type:** Annual
Primary Security ID: 21037T109 **Primary ISIN:** US21037T1097

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Bradley M. Halverson	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Bradley (Brad) Halverson and Charles (Chuck) Harrington for lack of diversity on the board. WITHHOLD votes are warranted for the incumbent chair of the committee responsible for climate risk oversight, Charles (Chuck) Harrington, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			

Constellation Energy Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Charles L. Harrington	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Bradley (Brad) Halverson and Charles (Chuck) Harrington for lack of diversity on the board. WITHHOLD votes are warranted for the incumbent chair of the committee responsible for climate risk oversight, Charles (Chuck) Harrington, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Dhiaa M. Jamil	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Bradley (Brad) Halverson and Charles (Chuck) Harrington for lack of diversity on the board. WITHHOLD votes are warranted for the incumbent chair of the committee responsible for climate risk oversight, Charles (Chuck) Harrington, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Nneka Rimmer	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Bradley (Brad) Halverson and Charles (Chuck) Harrington for lack of diversity on the board. WITHHOLD votes are warranted for the incumbent chair of the committee responsible for climate risk oversight, Charles (Chuck) Harrington, because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. 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 for the year in review. In addition, annual incentives were entirely determined by objective metrics with clearly disclosed performance targets and achieved results. Further, a majority of long-term incentives were performance conditioned and measured over a multi-year period.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.6 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Corpay, Inc.

Meeting Date: 06/06/2024 **Country:** USA **Ticker:** CPAY
Record Date: 04/11/2024 **Meeting Type:** Annual
Primary Security ID: 219948106 **Primary ISIN:** US2199481068

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Annabelle Bexiga	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Ronald F. Clarke	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Joseph W. Farrelly	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog 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
1d	Elect Director Rahul Gupta	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Thomas M. Hagerty	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Archie L. Jones, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Richard Macchia	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Hala G. Moddelmog	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Jeffrey S. Sloan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Steven T. Stull	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Gerald Throop	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven Stull, Rahul Gupta, Archie Jones Jr., and Hala Moddelmog 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 6.54 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; and * High CEO pay relative to company performance compared to the company's peers.</i>			
4	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>			

Meeting Date: 06/06/2024

Country: USA

Ticker: CSGP

Record Date: 04/10/2024

Meeting Type: Annual

Primary Security ID: 22160N109

Primary ISIN: US22160N1090

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Michael R. Klein	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Andrew C. Florance	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Angelique G. Brunner	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director John W. Hill	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Laura Cox Kaplan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Robert W. Musslewhite	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Christopher J. Nassetta	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Louise S. Sams	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Michael (Mike) Klein, Laura Kaplan, and Christopher Nassetta 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 3.65 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; * The company maintains a modified single trigger change-in-control agreement provision; and * The company provides for excise tax-gross ups in existing agreements.</i>			

Daiichi Sankyo Co., Ltd.

Meeting Date: 06/17/2024

Country: Japan

Ticker: 4568

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J11257102

Primary ISIN: JP3475350009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 30	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Manabe, Sunao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Okuzawa, Hiroyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Hirashima, Shoji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Fukuoka, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Kama, Kazuaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Nohara, Sawako	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Komatsu, Yasuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Nishii, Takaaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Matsumoto, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Homma, Yo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Daito Trust Construction Co. Ltd.

Meeting Date: 06/25/2024

Country: Japan

Ticker: 1878

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J11151107

Primary ISIN: JP3486800000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 288	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2	Amend Articles to Amend Business Lines	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>			
3.1	Elect Director Takeuchi, Kei	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director Mori, Yoshihiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director Tate, Masafumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director Okamoto, Tsukasa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.5	Elect Director Amano, Yutaka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.6	Elect Director Tanaka, Yoshimasa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.7	Elect Director Iritani, Atsushi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>			
3.8	Elect Director Ouchi, Chieko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.9	Elect Director Owada, Junko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Deutsche Post AG

Meeting Date: 05/03/2024

Country: Germany

Ticker: DHL

Record Date: 04/26/2024

Meeting Type: Annual

Primary Security ID: D19225107

Primary ISIN: DE0005552004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
2	Approve Allocation of Income and Dividends of EUR 1.85 per Share	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>			
3	Approve Discharge of Management Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
4	Approve Discharge of Supervisory Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
5	Ratify Deloitte GmbH as Auditors for Fiscal Year 2024 and Auditors for the Sustainability Reporting for Fiscal Year 2024	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>			
6.1	Elect Ann-Kristin Achleitner to the Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR the proposed nominees are warranted due to a lack of governance concerns and controversy surrounding the supervisory board.</i>			
6.2	Elect Hans-Ulrich Engel to the Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR the proposed nominees are warranted due to a lack of governance concerns and controversy surrounding the supervisory board.</i>			
6.3	Reelect Heinrich Hiesinger to the Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR the proposed nominees are warranted due to a lack of governance concerns and controversy surrounding the supervisory board.</i>			
7	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the company's remuneration practices are broadly in line with, and exceed in many respects, best practice standards in Germany. Nevertheless, we highlight the following for shareholder attention: * A EUR 32.7 million pension lump sum was paid out to former CEO Frank Appel, which may raise concerns from a quantum perspective. * Nevertheless, we note that the former CEO had a legacy pension plan dating back to his initial appointment in 2002, which was customary at the time. * Further, DPDHL has regularly received high levels of shareholder support for its remuneration proposals, including the last remuneration policy vote in 2021. * The pension contributions for current executives are generally in line with market practice.</i>			

Digital Realty Trust, Inc.

Meeting Date: 06/07/2024

Country: USA

Ticker: DLR

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 253868103

Primary ISIN: US2538681030

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director VeraLinn "Dash" Jamieson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Kevin J. Kennedy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director William G. LaPerch	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Jean F.H.P. Mandeville	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Afshin Mohebbi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Mark R. Patterson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Mary Hogan Preusse	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Andrew P. Power	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Susan Swanezy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members VeraLinn (Dash) Jamieson, Kevin Kennedy, William LaPerch, and Mark Patterson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.38 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 for the year in review, annual incentives were primarily based on pre-set objective targets and a majority of the long-term incentives are performance contingent. However, concerns persist that many financial metrics under the annual incentive plan lack disclosure.</i>			

Dollar General Corporation

Meeting Date: 05/29/2024

Country: USA

Ticker: DG

Record Date: 03/20/2024

Meeting Type: Annual

Primary Security ID: 256677105

Primary ISIN: US2566771059

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Warren F. Bryant	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Michael M. Calbert	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Ana M. Chadwick	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Patricia D. Fili-Krushel	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Timothy I. McGuire	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director David P. Rowland	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Debra A. Sandler	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Ralph E. Santana	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Todd J. Vasos	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Patricia Fili-Krushel, Debra Sandler, and Ralph Santana 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. While incentive programs are primarily performance based for NEOs (other than the CEO), and payouts are consistent with recent company performance, an unmitigated pay-for-performance misalignment was identified for the year in review. Specifically, in connection with Vasos' reappointment as CEO, the company provided him with large rehire stock option awards. Concerns surrounding the award are magnified, as they are not attached to any objective performance criteria nor require significant stock price outperformance. While it is recognized that the company provides clear disclosure of goals and payout formulas, half of the PSUs in the LTI lack a long-term focus, as EBITDA goals are measured only annually. Lastly, the company provides for a relatively high maximum opportunity in the STI and LTI programs in FY23, although certain opportunities will be reduced in FY24.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.46 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Dollar General Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Amend Clawback Policy	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted as additional disclosure on the company's recoupment of incentive pay to any NEO due to conduct or negligence would benefit shareholders.</i>				

East Japan Railway Co.

Meeting Date: 06/20/2024	Country: Japan	Ticker: 9020
Record Date: 03/31/2024	Meeting Type: Annual	
Primary Security ID: J1257M109		Primary ISIN: JP3783600004

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 85	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>				
2.1	Elect Director Fukasawa, Yuji	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director Kise, Yoichi	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.3	Elect Director Ise, Katsumi	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.4	Elect Director Watari, Chiharu	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Ito, Atsuko	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.6	Elect Director Nakagawa, Harumi	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.7	Elect Director Uchida, Hideji	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.8	Elect Director Kawamoto, Hiroko	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>				
2.9	Elect Director Iwamoto, Toshio	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

East Japan Railway Co.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.10	Elect Director Noda, Yumiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.11	Elect Director Ohashi, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Elect Director and Audit Committee Member Amaya, Tomoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Eaton Corporation plc

Meeting Date: 04/24/2024

Country: Ireland

Ticker: ETN

Record Date: 02/26/2024

Meeting Type: Annual

Primary ISIN: IE00B8KQN827

Primary Security ID: G29183103

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Craig Arnold	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Silvio Napoli	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Gregory R. Page	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Sandra Pianalto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Robert V. Pragada	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Lori J. Rykerkerk	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Eaton Corporation plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1g	Elect Director Gerald B. Smith	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Dorothy C. Thompson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Darryl L. Wilson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregory Page, Gerald Smith, Dorothy Thompson, and Darryl Wilson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Ernst & Young as Auditors and Authorize Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.99 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * Excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			
4	Authorize Issue of Equity with 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>			
5	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>			
6	Authorize Share Repurchase of Issued Share Capital	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are reasonable. Further, the board is using share buybacks to return value to shareholders and all shareholders may participate on equal terms.</i>			

Edison International

Meeting Date: 04/25/2024

Country: USA

Ticker: EIX

Record Date: 03/04/2024

Meeting Type: Annual

Primary Security ID: 281020107

Primary ISIN: US2810201077

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jeanne Beliveau-Dunn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Michael C. Camunez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Edison International

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Vanessa C.L. Chang	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director James T. Morris	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Timothy T. O'Toole	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Pedro J. Pizarro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Marcy L. Reed	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Carey A. Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Linda G. Stuntz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Peter J. Taylor	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1k	Elect Director Keith Trent	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
2	Ratify PwC as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.7 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * Excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			
4	Report on Lobbying Payments and Policy	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association memberships, and management-level oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>			

Eisai Co., Ltd.

Meeting Date: 06/14/2024

Country: Japan

Ticker: 4523

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J12852117

Primary ISIN: JP3160400002

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Naito, Haruo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Miwa, Yumiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Ike, Fumihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Kato, Yoshiteru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Miura, Ryota	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Kato, Hiroyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Richard Thornley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.8	Elect Director Moriyama, Toru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.9	Elect Director Yasuda, Yuko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.10	Elect Director Kanai, Takuji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.11	Elect Director Takahashi, Kenta	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Element Fleet Management Corp.

Meeting Date: 05/15/2024

Country: Canada

Ticker: EFN

Record Date: 03/28/2024

Meeting Type: Annual

Primary Security ID: 286181201

Primary ISIN: CA2861812014

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	Meeting for Holders of Common, Delisted - Preferred, Cum 5-YR Rate R PFD Shs Ser C, and Cum 5-YR Rate R PFD Shs Ser E	Mgmt		
1.1	Elect Director Kathleen (Katie) Taylor	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.2	Elect Director Virginia Addicott	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.3	Elect Director Laura Dottori-Attanasio	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.4	Elect Director G. Keith Graham	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.5	Elect Director Joan Lamm-Tennant	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.6	Elect Director Rubin J. McDougal	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.7	Elect Director Andrew Clarke	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.8	Elect Director Andrea Rosen	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.9	Elect Director Arielle Meloul-Wechsler	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.10	Elect Director Luis Manuel Tellez Kuenzler	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this item because only 23.37 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			

Elevance Health, Inc.

Meeting Date: 05/15/2024

Country: USA

Ticker: ELV

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 036752103

Primary ISIN: US0367521038

Elevance Health, Inc.

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Lewis Hay, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.2	Elect Director Antonio F. Neri	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.3	Elect Director Ramiro G. Peru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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 CEO pay and performance are reasonably aligned for the year in review. Although a concern is noted about the lack of disclosure of forward-looking PSU targets under the LTIP, the majority of the CEO's pay remains based on objective financial performance metrics.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.42 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Adopt a Policy Requiring Third Party Groups to Report Their Political Expenditures	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as it should be the ultimate decision of the Board to oversee and manage any potential risks related to the company's third-party memberships.</i>			

Enphase Energy, Inc.

Meeting Date: 05/15/2024

Country: USA

Ticker: ENPH

Record Date: 03/19/2024

Meeting Type: Annual

Primary Security ID: 29355A107

Primary ISIN: US29355A1079

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Badrinarayanan Kothandaraman	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Badrinarayanan (Badri) Kothandaraman and Joseph Malchow for lack of diversity on the board.</i>			
1.2	Elect Director Joseph Malchow	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Badrinarayanan (Badri) Kothandaraman and Joseph Malchow for lack of diversity on the board.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * High CEO pay relative to company performance compared to the company's peers; * High CEO pay in relation to company peer group CEO median pay levels.</i>			

Enphase Energy, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	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>				
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 13.58 percent of the fees paid to the auditor are for non-audit purposes.</i>				

EPAM Systems, Inc.

Meeting Date: 05/31/2024

Country: USA

Ticker: EPAM

Record Date: 04/02/2024

Meeting Type: Annual

Primary Security ID: 29414B104

Primary ISIN: US29414B1044

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Arkadiy Dobkin	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members DeAnne Aguirre and Robert Segert is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director DeAnne Aguirre	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members DeAnne Aguirre and Robert Segert is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Chandra McMahon	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members DeAnne Aguirre and Robert Segert is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Robert E. Segert	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members DeAnne Aguirre and Robert Segert is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 18.20 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 for the year in review. While some concerns are noted, the CEO's annual incentive was entirely determined by pre-set objective metrics and performance-based equity will be incorporated into the long-term incentive for FY24.</i>				
4	Declassify the Board of Directors	SH	None	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted as board declassification would enhance board accountability.</i>				

Etsy, Inc.

Meeting Date: 06/13/2024

Country: USA

Ticker: ETSY

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: 29786A106

Primary ISIN: US29786A1060

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Marla Blow	Mgmt	For	Against
	<i>Additional Policy Rationale: In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>			
1b	Elect Director Gary S. Briggs	Mgmt	For	Against
	<i>Additional Policy Rationale: In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>			
1c	Elect Director Melissa Reiff	Mgmt	For	Against
	<i>Additional Policy Rationale: In the absence of Governance Committee members on ballot, a vote AGAINST director nominees Marla Blow, Gary S. Briggs, and Melissa Reiff is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. While the annual incentive was based primarily on financial metrics, and the committee utilized discretion to reduce annual incentive payouts, there are noted design, disclosure, and magnitude concerns in the long-term incentive program. The CEO's total equity award value was large, driving relatively large total pay for the year in review, on the backdrop of TSR underperformance. Concerns surrounding these awards are magnified, as the majority of performance awards utilize a relatively short two-year period and forward-looking goals are not disclosed. Moreover, the majority of equity awards granted to NEOs other than the CEO were primarily time-based.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 15.77 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	<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 factor(s): * 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>			

Exact Sciences Corporation

Meeting Date: 06/13/2024

Country: USA

Ticker: EXAS

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: 30063P105

Primary ISIN: US30063P1057

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Michael Barber	Mgmt	For	For

Exact Sciences Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Paul Clancy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Paul Clancy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Paul Clancy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Daniel J. Levangie	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Paul Clancy is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none 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>			

FANUC Corp.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 6954

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J13440102

Primary ISIN: JP3802400006

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 43.88	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Inaba, Yoshiharu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Yamaguchi, Kenji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Sasuga, Ryuji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Michael J. Cicco	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Yamazaki, Naoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

FANUC Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.6	Elect Director Uozumi, Hiroto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Takeda, Yoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Fastenal Company

Meeting Date: 04/25/2024 **Country:** USA **Ticker:** FAST
Record Date: 02/26/2024 **Meeting Type:** Annual
Primary Security ID: 311900104 **Primary ISIN:** US3119001044

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Scott A. Satterlee	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Michael J. Ancius	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Stephen L. Eastman	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Daniel L. Florness	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Rita J. Heise	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Hsenghung Sam Hsu	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Daniel L. Johnson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Fastenal Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Nicholas J. Lundquist	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Sarah N. Nielsen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Irene A. Quarshie	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Reyne K. Wisecup	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen Eastman, Rita Heise, Hsenghung (Sam) Hsu, and Daniel Johnson is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.00 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. While concern is raised about the lack of performance goals in the LTI program and the use of quarterly performance goals in the STIP, the annual incentives are entirely based on clearly disclosed goals.</i>			
4	Eliminate Supermajority Vote Requirement for Business Combinations	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.</i>			
5	Adopt Simple Majority Vote	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to continue to seek removal of supermajority voting requirements if Item 4 is not approved.</i>			

Fidelity National Information Services, Inc.

Meeting Date: 06/05/2024

Country: USA

Ticker: FIS

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 31620M106

Primary ISIN: US31620M1062

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Lee Adrean	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Mark D. Benjamin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Fidelity National Information Services, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Stephanie L. Ferris	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Jeffrey A. Goldstein	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Lisa A. Hook	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Kenneth T. Lamneck	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Gary L. Lauer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director James B. Stallings, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeffrey Goldstein and Gary Lauer 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * High CEO pay relative to company performance compared to the company's peers; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 3.37 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Fifth Third Bancorp

Meeting Date: 04/16/2024

Country: USA

Ticker: FITB

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 316773100

Primary ISIN: US3167731005

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Nicholas K. Akins	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director B. Evan Bayh, III	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Fifth Third Bancorp

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Jorge L. Benitez	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Katherine B. Blackburn	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Emerson L. Brumback	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Linda W. Clement-Holmes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director C. Bryan Daniels	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Laurent Desmangles	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Mitchell S. Feiger	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Thomas H. Harvey	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Gary R. Heminger	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Eileen A. Mallesch	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Michael B. McCallister	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1n	Elect Director Kathleen A. Rogers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Fifth Third Bancorp

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1o	Elect Director Timothy N. Spence	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1p	Elect Director Marsha C. Williams	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nicholas Akins, B. Evan Bayh III, Jorge Benitez, Katherine Blackburn, Thomas Harvey and Marsha Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.47 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 company performance remain reasonably aligned at this time. Additionally, pay outcomes under both the STI and LTI are commensurate with company performance; however, concerns remain regarding the structure of both programs.</i>			
4	Approve 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>			
5	Approve Nonqualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable employer contribution, and has reasonable limits on employee contributions.</i>			

First Solar, Inc.

Meeting Date: 05/08/2024

Country: USA

Ticker: FSLR

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 336433107

Primary ISIN: US3364331070

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Michael J. Ahearn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Anita Marangoly George	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Molly E. Joseph	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright 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
1.4	Elect Director Lisa A. Kro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director William J. Post	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Venkata "Murthy" Renduchintala	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Paul H. Stebbins	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Michael T. Sweeney	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Mark R. Widmar	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Norman L. Wright	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members William Post, Molly Joseph, Paul Stebbins, Michael Sweeney, and Norman Wright is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 19.79 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. Despite concerns regarding the company's limited disclosure with respect to the STI and LTI programs, the short-term incentive was primarily based on pre-set metrics, and the long-term incentive was primarily performance-based with a multi-year measurement period.</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, despite restrictive language and a relatively high ownership threshold, a vote FOR this proposal is warranted as it represents an enhancement of shareholder rights.</i>			
5	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR the proposal is warranted. Though some shareholders may be concerned regarding a 13D-filer who could increase his ownership threshold to near or above 10 percent of outstanding shares, the passage of the shareholder proposal would signal support for the adoption of an ownership threshold lower than the 25 percent proposed by the board.</i>			

Meeting Date: 05/15/2024

Country: USA

Ticker: FI

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 337738108

Primary ISIN: US3377381088

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Frank J. Bisignano	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.2	Elect Director Henrique de Castro	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.3	Elect Director Harry F. DiSimone	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.4	Elect Director Lance M. Fritz	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.5	Elect Director Ajei S. Gopal	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.6	Elect Director Wafaa Mamilli	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.7	Elect Director Heidi G. Miller	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.8	Elect Director Doyle R. Simons	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.9	Elect Director Kevin M. Warren	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.10	Elect Director Charlotte B. Yarkoni	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Doyle Simons, Wafaa Mamilli and Heidi Miller for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposal is warranted. Although a concern is noted, annual incentives are entirely based on pre-set financial goals, and the CEO's equity awards are primarily performance-based and measured over a multi-year period.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.79 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Meeting Date: 06/04/2024

Country: USA

Ticker: FTV

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 34959J108

Primary ISIN: US34959J1088

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Eric Branderiz	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Daniel L. Comas	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Sharmistha Dubey	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Rejji P. Hayes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Wright Lassiter, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director James A. Lico	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Kate D. Mitchell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Jeannine P. Sargent	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Alan G. Spoon	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Alan Spoon, Eric Branderiz, Sharmistha (Shar) Dubey, and Jeannine Sargent 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * High CEO pay relative to company performance compared to the company's peers; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			

Fortive Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Amend Certificate of Incorporation to Include Officer Exculpation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.56 percent of the fees paid to the auditor are for non-audit purposes.</i>			
5	Amend Bylaw Regarding Stockholder Approval of Director Compensation	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as the proponent has not raised a compelling argument for adopting a novel and potentially disruptive binding bylaw amendment pertaining to director compensation. Furthermore, in the absence of director pay magnitude and structure concerns, this proposal seeks a requirement that is considered overly prescriptive.</i>			

Fujitsu Ltd.

Meeting Date: 06/24/2024	Country: Japan	Ticker: 6702
Record Date: 03/31/2024	Meeting Type: Annual	
Primary Security ID: J15708159		Primary ISIN: JP3818000006

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Furuta, Hidenori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Tokita, Takahito	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Isobe, Takeshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Hiramatsu, Hiroki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Mukai, Chiaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Kojo, Yoshiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Sasae, Kenichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Fujitsu Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.8	Elect Director Byron Gill	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.9	Elect Director Hirano, Takuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.1	Appoint Statutory Auditor Koseki, Yuichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Appoint Statutory Auditor Makuta, Hideo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Approve Performance Share Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>			
4	Approve Restricted Stock Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>			

Gartner, Inc.

Meeting Date: 06/06/2024

Country: USA

Ticker: IT

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 366651107

Primary ISIN: US3666511072

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Peter E. Bisson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Richard J. Bressler	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Raul E. Cesan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Karen E. Dykstra	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Diana S. Ferguson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Gartner, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1f	Elect Director Anne Sutherland Fuchs	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director William O. Grabe	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Jose M. Gutierrez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Eugene A. Hall	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Stephen G. Pagliuca	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Eileen M. Serra	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director James C. Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Bisson, Anne Fuchs, and William Grabe 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 for the year in review.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 3.86 percent of the fees paid to the auditor are for non-audit purposes.</i>			

GFL Environmental Inc.

Meeting Date: 05/15/2024 **Country:** Canada **Ticker:** GFL
Record Date: 04/01/2024 **Meeting Type:** Annual
Primary Security ID: 36168Q104 **Primary ISIN:** CA36168Q1046

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	Meeting for Holders of Multiple Voting, Subordinate Voting, Series A Perpetual Convertible Preferred and Series B Perpetual Convertible Preferred Shares	Mgmt		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Patrick Dovigi	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.2	Elect Director Dino Chiesa	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.3	Elect Director Violet Konkle	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.4	Elect Director Arun Nayar	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.5	Elect Director Paolo Notarnicola	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.6	Elect Director Ven Poole	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.7	Elect Director Blake Sumler	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.8	Elect Director Raymond Svider	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			

GFL Environmental Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.9	Elect Director Jessica McDonald	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.10	Elect Director Sandra Levy	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald, and Arun Nayar, as the committee has failed to adequately address pay-for-performance concerns over multiple years. (See Item 3) Vote WITHHOLD for incumbent nominating committee members Dino Chiesa, Sandra Levy, Jessica McDonald, Arun Nayar, and Paolo Notarnicola for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
2	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this item because only 11.80 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this non-binding advisory vote is warranted. The quantitative pay-for-performance screen has identified a high concern. This follows the high concerns generated by the quantitative screen over the last two years. The 2023 CEO total pay increased by 307 percent year over year, primarily driven by the large RSU grants as well as the increase in insurance premium and gross-up payments. The RSUs granted in 2023 vest immediately without performance-based vesting conditions. Such outsized grant value raises significant concerns, especially since it is awarded following the large option grants in 2020 and 2021. Compared to the company's own peer group, while the company's TSR underperformed the peers on a one- and three-year timeframe, the CEO pay is substantially higher than all the peers for the most recent fiscal year and on a 3-year average basis. In addition, the company continued to have some significant problematic pay practices, including overly generous perquisites, excessive internal pay disparity and change in control severance multiplier. Furthermore, the lack of response to the low say on pay support at the previous shareholder meetings is cause for concern. In light of the above, shareholders are advised to vote AGAINST the say-on-pay resolution. Considering the apparent pay-for-performance misalignment and persistent problematic pay practices over multiple years, shareholders are advised to vote WITHHOLD for the continuing compensation committee members, including Paolo Notarnicola (committee chair), Dino Chiesa, Jessica McDonald and Arun Nayar.</i>			

GoDaddy Inc.

Meeting Date: 06/06/2024	Country: USA	Ticker: GDDY
Record Date: 04/11/2024	Meeting Type: Annual	
Primary Security ID: 380237107		Primary ISIN: US3802371076

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Herald Chen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Leah Sweet and Srinivas (Srin) Tallapragada is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Mark Garrett	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Leah Sweet and Srinivas (Srin) Tallapragada is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Brian Sharples	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Leah Sweet and Srinivas (Srin) Tallapragada is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

GoDaddy Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director Leah Sweet	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Leah Sweet and Srinivas (Srin) Tallapragada is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Srinivas (Srin) Tallapragada	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Leah Sweet and Srinivas (Srin) Tallapragada is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Sigal Zarmi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Leah Sweet and Srinivas (Srin) Tallapragada 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 and no significant concerns were identified at this time.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.01 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Approve 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>			
5	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>			

GSK Plc

Meeting Date: 05/08/2024

Country: United Kingdom

Ticker: GSK

Record Date: 05/03/2024

Meeting Type: Annual

Primary Security ID: G3910J179

Primary ISIN: GB00BN7SWP63

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 warranted, in the absence of significant concerns.</i>			
3	Elect Wendy Becker as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
4	Elect Jeannie Lee as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5	Re-elect Sir Jonathan Symonds as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
6	Re-elect Dame Emma Walmsley as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
7	Re-elect Julie Brown as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
8	Re-elect Elizabeth Anderson as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
9	Re-elect Charles Bancroft as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
10	Re-elect Hal Barron as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
11	Re-elect Anne Beal as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
12	Re-elect Harry Dietz as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
13	Re-elect Jesse Goodman as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
14	Re-elect Vishal Sikka as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>			
15	Reappoint Deloitte LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.1 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
16	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.1 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
17	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>			
18	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>			
19	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>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
20	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>			
21	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>			
22	Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted as it has been clearly explained by the Company and no significant concerns have been identified.</i>			
23	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>			

Haleon Plc

Meeting Date: 05/08/2024

Country: United Kingdom

Ticker: HLN

Record Date: 05/03/2024

Meeting Type: Annual

Primary Security ID: G4232K100

Primary ISIN: GB00BMX86B70

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 in absence of significant concerns.</i>			
3	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>			
4	Re-elect Sir Dave Lewis as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
5	Re-elect Brian McNamara as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
6	Re-elect Tobias Hestler as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
7	Re-elect Vindi Banga as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
8	Re-elect Marie-Anne Aymerich as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
9	Re-elect Tracy Clarke as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
10	Re-elect Dame Vivienne Cox as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
11	Re-elect Asmita Dubey as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
12	Re-elect Deirdre Mahlan as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
13	Re-elect David Denton as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
14	Re-elect Bryan Supran as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Sir David (Dave) Lewis, Manvinder (Vindi) Banga, Tracy Clarke and Deirdre Mahlan is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
15	Reappoint KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
16	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
17	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>			

Haleon Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
18	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>			
19	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>			
20	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>			
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>			
22	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>			
23	Authorise Off-Market Purchase of Ordinary Shares from Pfizer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted in absence of material concerns.</i>			

Hasbro, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: HAS

Record Date: 03/20/2024

Meeting Type: Annual

Primary Security ID: 418056107

Primary ISIN: US4180561072

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Hope F. Cochran	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Christian P. Cocks	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Lisa Gersh	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) 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
1.4	Elect Director Frank D. Gibeau	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Elizabeth Hamren	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Darin S. Harris	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Blake J. Jorgensen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Owen Mahoney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Laurel J. Richie	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Richard S. Stoddart	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Mary Beth West	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Stoddart, Lisa Gersh, Laurel Richie and Mary Elizabeth West (Mary Beth) 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, though some concerns exist in the STI plan regarding the individual performance assessment which appears to be relatively subjective. Nevertheless, the annual incentives are primarily based on preset financial goals, and half of the equity awards are performance-based and measured over a multi-year performance period.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 17.21 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>			

Henderson Land Development Company Limited

Meeting Date: 06/03/2024

Country: Hong Kong

Ticker: 12

Record Date: 05/28/2024

Meeting Type: Annual

Primary Security ID: Y31476107

Primary ISIN: HK0012000102

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: In the absence of any known issues concerning the company's audited accounts, financial statements, and statutory reports, a vote FOR this resolution is warranted.</i>			
2	Approve Final Dividend	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.</i>			
3.1	Elect Lee Shau Kee as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST the election of Ko Ping Keung is warranted for serving on more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.</i>			
3.2	Elect Yip Ying Chee, John as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST the election of Ko Ping Keung is warranted for serving on more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.</i>			
3.3	Elect Fung Hau Chung, Andrew as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST the election of Ko Ping Keung is warranted for serving on more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.</i>			
3.4	Elect Ko Ping Keung as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the election of Ko Ping Keung is warranted for serving on more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.</i>			
3.5	Elect Woo Ka Biu, Jackson as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST the election of Ko Ping Keung is warranted for serving on more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.</i>			
3.6	Elect Poon Chung Kwong as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST the election of Ko Ping Keung is warranted for serving on more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.</i>			
4	Approve KPMG as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the absence of any known issues concerning the audit firm, its remuneration, and the way the audit was conducted.</i>			
5A	Authorize Repurchase of Issued Share Capital	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues concerning the proposed share repurchase.</i>			
5B	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST these resolutions is warranted for the following: * The aggregate share issuance limit is greater than 10 percent of the relevant class of shares for issuance for cash and non-cash consideration. * The company has not specified the discount limit for issuance for cash and non-cash consideration.</i>			

Henderson Land Development Company Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5C	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST these resolutions is warranted for the following: * The aggregate share issuance limit is greater than 10 percent of the relevant class of shares for issuance for cash and non-cash consideration. * The company has not specified the discount limit for issuance for cash and non-cash consideration.</i></p>				

Henry Schein, Inc.

Meeting Date: 05/21/2024	Country: USA	Ticker: HSIC
Record Date: 03/22/2024	Meeting Type: Annual	
Primary Security ID: 806407102		Primary ISIN: US8064071025

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Mohamad Ali	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1b	Elect Director Stanley M. Bergman	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1c	Elect Director Deborah Derby	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1d	Elect Director Carole T. Faig	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1e	Elect Director Joseph L. Herring	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1f	Elect Director Kurt P. Kuehn	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1g	Elect Director Philip A. Laskawy	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1h	Elect Director Anne H. Margulies	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				

Henry Schein, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1i	Elect Director Mark E. Mlotek	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Carol Raphael	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Scott Serota	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Bradley T. Sheares	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Reed V. Tuckson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Philip (Phil) Laskawy, Deborah (Deb) Derby and Bradley Sheares is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	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>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Although some concerns persist regarding the lack of disclosure of forward-looking performance targets underlying the PSU, targets and achieved results are disclosed following the completion of the performance period. Additionally, annual incentive awards continue to be based primarily on an objective financial performance metric.</i>			
4	Ratify BDO USA, P.C. as Auditor	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.32 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Hikari Tsushin, Inc.

Meeting Date: 06/22/2024

Country: Japan

Ticker: 9435

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J1949F108

Primary ISIN: JP3783420007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Shigeta, Yasumitsu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Wada, Hideaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Hikari Tsushin, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.3	Elect Director Takahashi, Masato	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Yada, Naoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Yagishita, Yuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Hilton Worldwide Holdings Inc.

Meeting Date: 05/15/2024 **Country:** USA **Ticker:** HLT
Record Date: 03/22/2024 **Meeting Type:** Annual
Primary Security ID: 43300A203 **Primary ISIN:** US43300A2033

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Christopher J. Nassetta	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1b	Elect Director Jonathan D. Gray	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1c	Elect Director Charlene T. Begley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1d	Elect Director Chris Carr	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1e	Elect Director Melanie L. Healey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1f	Elect Director Raymond E. Mabus, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1g	Elect Director Judith A. McHale	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1h	Elect Director Elizabeth A. Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1i	Elect Director Douglas M. Steenland	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			

Hilton Worldwide Holdings 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 3.60 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * The majority of equity awards to the CEO are not tied to performance-contingent pay elements; * There are excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * There is high CEO pay in relation to company peer group CEO median pay levels.</i>			

Host Hotels & Resorts, Inc.

Meeting Date: 05/15/2024 **Country:** USA **Ticker:** HST
Record Date: 03/18/2024 **Meeting Type:** Annual
Primary Security ID: 44107P104 **Primary ISIN:** US44107P1049

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Mary L. Baglivo	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Herman E. Bulls	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Diana M. Laing	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Richard E. Marriott	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Mary Hogan Preusse	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Walter C. Rakowich	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director James F. Risoleo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Host Hotels & Resorts, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.8	Elect Director Gordon H. Smith	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director A. William Stein	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gordon Smith, Mary Baglivo, Herman Bulls, Diana Laing and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.86 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 for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are primarily performance-based and utilize a multiyear performance period, although one metric is measured annually and the TSR performance shares merely target median performance.</i>			
4	Approve 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>			

HOYA Corp.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 7741

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J22848105

Primary ISIN: JP3837800006

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Yoshihara, Hiroaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Abe, Yasuyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Hasegawa, Takayo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Nishimura, Mika	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Sato, Mototsugu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

HOYA Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.6	Elect Director Ikeda, Eiichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Hiroka, Ryo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Humana Inc.

Meeting Date: 04/18/2024 **Country:** USA **Ticker:** HUM
Record Date: 02/29/2024 **Meeting Type:** Annual
Primary Security ID: 444859102 **Primary ISIN:** US4448591028

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Raquel C. Bono	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Bruce D. Broussard	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Frank A. D'Amelio	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director David T. Feinberg	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Wayne A. I. Frederick	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director John W. Garratt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Kurt J. Hilzinger	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Karen W. Katz	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Marcy S. Klevorn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Humana Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1j	Elect Director Jorge S. Mesquita	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Brad D. Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frank D'Amelio, David Feinberg and Karen Katz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.76 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; and * Excessive differentials between CEO pay and the pay of other named executive officers at the firm.</i>			
4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
5	Eliminate Supermajority Vote Requirement	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.</i>			
6	Adopt Simple Majority Vote	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to continue to seek removal of supermajority voting requirements if Item 5 is not approved.</i>			

Hydro One Limited

Meeting Date: 06/05/2024

Country: Canada

Ticker: H

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 448811208

Primary ISIN: CA4488112083

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1A	Elect Director Cherie Brant	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1B	Elect Director David Hay	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1C	Elect Director Timothy Hodgson	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			

Hydro One Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1D	Elect Director David Lebeter	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1E	Elect Director Stacey Mowbray	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1F	Elect Director Mitch Panciuk	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1G	Elect Director Mark Podlasly	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1H	Elect Director Helga Reidel	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1I	Elect Director Melissa Sonberg	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1J	Elect Director Brian Vaasjo	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
1K	Elect Director Susan Wolburgh Jenah	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Cherie Brant, David Hay, Melissa Sonberg and Susan Wolburgh Jenah for lack of diversity on the board. Votes FOR the remaining nominees are warranted.</i>			
2	Approve KPMG LLP as Auditors and Authorize 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 total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory resolution as there are no significant issues at this time.</i>			

iA Financial Corporation Inc.

Meeting Date: 05/09/2024

Country: Canada

Ticker: IAG

Record Date: 03/12/2024

Meeting Type: Annual

Primary Security ID: 45075E104

Primary ISIN: CA45075E1043

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director William F. Chinery	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			

IA Financial Corporation Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Benoit Daignault	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.3	Elect Director Nicolas Darveau-Garneau	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.4	Elect Director Martin Gagnon	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.5	Elect Director Alka Gautam	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.6	Elect Director Emma K. Griffin	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.7	Elect Director Ginette Maille	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.8	Elect Director Jacques Martin	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.9	Elect Director Monique Mercier	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.10	Elect Director Marc Poulin	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.11	Elect Director Suzanne Rancourt	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.12	Elect Director Denis Ricard	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.13	Elect Director Ouma Sananikone	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.14	Elect Director Rebecca Schechter	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.15	Elect Director Ludwig W. Willisch	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jacques Martin, Emma Griffin, Suzanne Rancourt, and Rebecca Schechter for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			

IA Financial Corporation Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Ratify Deloitte LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 9.1 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			
	Shareholder Proposals	Mgmt		
4	SP 1: Adopt ESG Incentive Pay for All Employees	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The company has an ESG component (NPS) already built into the performance assessments of all employees and senior executives, which has a direct impact on their variable compensation, and more specifically on the determination of their annual bonus. The company revised its Code of Business Conduct, to include a section specific to climate action. It also revised its Sustainability Policy to better integrate climate change into its levers and objectives, which include contributing to a sustainable future, something that cannot be done without everyone, including employees, playing their part. In addition, from 2024, the company plans to develop employee training and awareness activities to better integrate climate change into its operations. Based on the company's ESG disclosure and compensation structure, employee interests appear to be sufficiently aligned with company performance. In addition, some employees may have limited influence over certain ESG metrics and performance due to the nature of their specific roles and responsibilities, making it difficult to link and track compensation with ESG metrics for all employees. In light of the above, the proponent's request appears to be overly prescriptive and unnecessary.</i>			
5	SP 2: Hold Annual Meetings of the Company in Person with Virtual Meetings as Complements	SH	Against	For
	<i>Additional Policy Rationale: Vote FOR this shareholder proposal. Compelling investor feedback indicates that a significant majority of shareholders want to retain the ability to attend shareholder meetings in person, even if in a given year they elect to participate only virtually. While shareholders agree with the purported benefits of virtual meetings as highlighted by the board, they believe those benefits should be combined with the option to participate in person, as such "hybrid" meetings would mitigate corporate governance concerns related to virtual-only meetings, while also maximizing attendance and participation. In light of the fact that the COVID-19 public health emergency was declared to have ended in May 2023, the company has not provided compelling reasons for continuing to hold virtual-only shareholder meetings. In the absence of any other extenuating circumstances preventing the company from holding an in-person meeting, support for this shareholder proposal is warranted at this time.</i>			
6	SP 3: Auditor Rotation	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. There does not appear to be any publicly disclosed audit related controversy at the company that may raise concerns with respect to the rigor and veracity of the company's annual audit. The audit firms are not only subject to rigorous regulations but also to significant ethical codes. Given the conclusions presented by the IWG review, and regulations surrounding the audit firms, support is not warranted for this shareholder proposal.</i>			
7	SP 4: Advisory Vote on Environmental Policies	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Additional information on the company's plan to reduce its GHG emissions would allow investors to better understand how the company is managing its climate change related risks and it would allow shareholders to express their opinions on the climate risk management practices of the company.</i>			

Illinois Tool Works Inc.

Meeting Date: 05/03/2024

Country: USA

Ticker: ITW

Record Date: 03/04/2024

Meeting Type: Annual

Primary Security ID: 452308109

Primary ISIN: US4523081093

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Daniel J. Brutto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Susan Crown	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Darrell L. Ford	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Kelly J. Grier	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director James W. Griffith	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Jay L. Henderson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Jaime Irick	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Richard H. Lenny	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Christopher A. O'Herlihy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director E. Scott Santi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director David B. Smith, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Illinois Tool Works Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1I	Elect Director Pamela B. Strobel	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Richard Lenny, Susan Crown, Darrell Ford, James Griffith and Pamela Strobel 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. Annual incentives are entirely based on pre-set financial metrics, and long-term incentives are half performance-based with a multi-year measurement period and forward-looking goal disclosure.</i>			
3	Approve 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>			
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.0 percent of the fees paid to the auditor are for non-audit purposes.</i>			
5	Submit Severance Agreement to Shareholder Vote	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR the proposal is warranted. While current severance arrangements are reasonable, the company does not disclose a policy prohibiting additional cash severance payments beyond a certain level or a mechanism that would require shareholder approval in order for excessive cash severance to be payable. The requested policy would ensure such shareholder protections.</i>			

illumina, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: ILMN

Record Date: 03/22/2024

Meeting Type: Annual

Primary Security ID: 452327109

Primary ISIN: US4523271090

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1A	Elect Director Frances Arnold	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1B	Elect Director Caroline D. Dorsa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1C	Elect Director Robert S. Epstein	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1D	Elect Director Scott Gottlieb	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Illumina, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1E	Elect Director Gary S. Guthart	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1F	Elect Director Stephen P. MacMillan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1G	Elect Director Anna Richo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1H	Elect Director Philip W. Schiller	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1I	Elect Director Susan E. Siegel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1J	Elect Director Jacob Thaysen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1K	Elect Director Scott B. Ullem	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Frances Arnold, Robert Epstein, Scott Gottlieb and Philip Schiller 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 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. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, the new CEO's one-time awards were relatively modest in FY23, consisting mostly of make-whole awards, with equity grants predominantly tied to performance conditions. Further, although some concern exists regarding goal rigor under the annual and long-term incentive programs, bonuses were entirely based on objective financial measures, annual LTI awards were half performance-based, and the committee made improvements to the LTI program for FY24.</i>			

Incyte Corporation

Meeting Date: 06/12/2024

Country: USA

Ticker: INCY

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: 45337C102

Primary ISIN: US45337C1027

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Julian C. Baker	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Jean-Jacques Bienaime	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Otis W. Brawley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Paul J. Clancy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Jacquelyn A. Fouse	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Edmund P. Harrigan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Katherine A. High	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Herve Hoppenot	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Susanne Schaffert	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Julian Baker, Jean-Jacques Bienaime, and Jacquelyn Fouse 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. CEO pay and company performance were reasonably aligned for the year in review. Annual incentives were conditioned on pre-set metrics, and the company improved the structure of its LTIP in FY23.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			

Intact Financial Corporation

Meeting Date: 05/08/2024

Country: Canada

Ticker: IFC

Record Date: 03/15/2024

Meeting Type: Annual

Primary Security ID: 45823T106

Primary ISIN: CA45823T1066

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Charles Brindamour	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.2	Elect Director Emmanuel Clarke	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.3	Elect Director Janet De Silva	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.4	Elect Director Michael Katchen	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.5	Elect Director Stephani Kingsmill	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.6	Elect Director Jane E. Kinney	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.7	Elect Director Robert G. Leary	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.8	Elect Director Sylvie Paquette	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.9	Elect Director Stuart J. Russell	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.10	Elect Director Indira V. Samarasekera	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.11	Elect Director Frederick Singer	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.12	Elect Director Carolyn A. Wilkins	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
1.13	Elect Director William L. Young	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Stephani Kingsmill, Jane Kinney, Indira Samarasekera, and Frederick Singer for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because less than one of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			

Intact Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Re-approve Stock Option Plan	Mgmt	For	For
<i>Additional Policy Rationale: Based on the Equity Plan Score Card evaluation (EPSC), vote FOR this stock option plan.</i>				
4	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>				

International Flavors & Fragrances Inc.

Meeting Date: 05/01/2024 **Country:** USA **Ticker:** IFF
Record Date: 03/06/2024 **Meeting Type:** Annual
Primary Security ID: 459506101 **Primary ISIN:** US4595061015

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Kathryn J. Boor	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director Mark J. Costa	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Carol Anthony (John) Davidson	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Roger W. Ferguson, Jr.	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director John F. Ferraro	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director J. Erik Fyrwald	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Christina Gold	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

International Flavors & Fragrances Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Gary Hu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Kevin O'Byrne	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Dawn C. Willoughby	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Ferguson Jr., Kathryn Boor, Christina Gold, Kevin O'Byrne and Dawn Willoughby is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.21 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. Outcomes under the annual and long-term incentive programs are commensurate with company performance and longer-term shareholder outcomes.</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>			
5	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. A third-party assessment would help shareholders better evaluate various allegations related to freedom of association and collective bargaining and the company's management of any associated risks.</i>			

Intuitive Surgical, Inc.

Meeting Date: 04/25/2024 **Country:** USA **Ticker:** ISRG
Record Date: 02/29/2024 **Meeting Type:** Annual
Primary Security ID: 46120E602 **Primary ISIN:** US46120E6023

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Craig H. Barratt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Joseph C. Beery	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Lewis Chew	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Intuitive Surgical, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director Gary S. Guthart	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Amal M. Johnson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Sreelakshmi Kolli	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Amy L. Ladd	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Keith R. Leonard, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Jami Dover Nachtsheim	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Monica P. Reed	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1k	Elect Director Mark J. Rubash	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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 although concerns are noted in the lack of disclosure for certain metrics in the STI and LTI. Nevertheless, recent above-target payouts in the STI were consistent with recent company performance, and the company has increased the performance shares in the LTI plan.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.6 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>			
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>			
6	Report on Gender/Racial Pay Gap	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as shareholders could benefit from the unadjusted median pay gap statistics that would allow them to better compare and measure the progress of the company's diversity and inclusion initiatives.</i>			

IQVIA Holdings Inc.

Meeting Date: 04/16/2024

Country: USA

Ticker: IQV

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 46266C105

Primary ISIN: US46266C1053

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Ari Bousbib	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Carol J. Burt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Colleen A. Goggins	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director John M. Leonard	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Todd B. Sisitsky	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Sheila A. Stamps	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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. Though concerns persist regarding the magnitude of CEO pay, the annual incentives are primarily based on pre-set financial metrics, and the equity grants are majority performance-based. Furthermore, the company made significant improvements to the LTI program in FY23.</i>			
3	Report on Political Contributions and Expenditures	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as increased disclosure of the company's direct and indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.</i>			
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 27.53 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i>			

Iron Mountain Incorporated

Meeting Date: 05/30/2024

Country: USA

Ticker: IRM

Record Date: 04/02/2024

Meeting Type: Annual

Primary Security ID: 46284V101

Primary ISIN: US46284V1017

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jennifer Allerton	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Iron Mountain Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1b	Elect Director Pamela M. Arway	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Clarke H. Bailey	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Kent P. Dauten	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Monte Ford	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Robin L. Matlock	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director William L. Meaney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Wendy J. Murdock	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Walter C. Rakowich	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Theodore R. Samuels	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Doyle R. Simons	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Pamela Arway, Clarke Bailey, Kent Dauten and Walter Rakowich is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation amendment aligns with Delaware law and is considered to reasonably balance shareholders' interest in officer accountability with their interest in recruiting and retaining qualified officers to manage the company.</i>			

Iron Mountain Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, with caution. Some concerns continue with the exceedingly high maximum payout opportunities and annual measurement period for the revenue goal under the LTI program. However, the CEO's LTI awards were primarily performance-conditioned, annual incentives were based primarily on pre-set objective metrics, and total CEO pay did not increase substantially for the year in review. Further, the company's three-year granted vs. realizable CEO pay aligns with the company's strong TSR performance over the performance period.</i></p>				
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this item is warranted because only 22.57 percent of the fees paid to the auditor are for non-audit purposes.</i></p>				

Japan Exchange Group, Inc.

Meeting Date: 06/19/2024 **Country:** Japan **Ticker:** 8697
Record Date: 03/31/2024 **Meeting Type:** Annual
Primary Security ID: J2740B106 **Primary ISIN:** JP3183200009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Amend Articles to Clarify Director Authority on Shareholder Meetings - Allow Virtual Only Shareholder Meetings	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i></p>				
2.1	Elect Director Kinoshita, Yasushi	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				
2.2	Elect Director Yamaji, Hiromi	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				
2.3	Elect Director Iwanaga, Moriyuki	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				
2.4	Elect Director Yokoyama, Ryusuke	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				
2.5	Elect Director Miyahara, Koichiro	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				
2.6	Elect Director Konuma, Yasuyuki	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				
2.7	Elect Director Philippe Avril	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i></p>				

Japan Exchange Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.8	Elect Director Endo, Nobuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Ota, Hiroko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Kama, Kazuaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.11	Elect Director Sumida, Sayaka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.12	Elect Director Takeno, Yasuzo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.13	Elect Director Teshirogi, Isao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.14	Elect Director Matsumoto, Mitsuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.15	Elect Director Lin Kay	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Johnson & Johnson

Meeting Date: 04/25/2024

Country: USA

Ticker: JNJ

Record Date: 02/27/2024

Meeting Type: Annual

Primary Security ID: 478160104

Primary ISIN: US4781601046

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Darius Adamczyk	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Mary C. Beckerle	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director D. Scott Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Jennifer A. Doudna	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Johnson & Johnson

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Joaquin Duato	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Marillyn A. Hewson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Paula A. Johnson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Hubert Joly	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Mark B. McClellan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Anne M. Mulcahy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1k	Elect Director Mark A. Weinberger	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1l	Elect Director Nadja Y. West	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1m	Elect Director Eugene A. Woods	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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 is reasonably aligned with performance at this time and the annual and long-term incentive programs are primarily performance based. The committee also provides details and its rationale behind the adjustments to the pay program in connection with the Kenvue separation, which are considered reasonable.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.21 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Report on Gender-Based Compensation and Benefits Inequities	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as the company appears to provide sufficient information for investors to be able to determine how the company is managing compensation and health benefits related risks.</i>			
5	Report on Impact of Extended Patent Exclusivities on Product Access	SH		
	<i>Additional Policy Rationale: NONE – this proposal has been withdrawn.</i>			

JPMorgan Chase & Co.

Meeting Date: 05/21/2024

Country: USA

Ticker: JPM

Record Date: 03/22/2024

Meeting Type: Annual

Primary Security ID: 46625H100

Primary ISIN: US46625H1005

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Linda B. Bammann	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Stephen B. Burke	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Todd A. Combs	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Alicia Boler Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director James Dimon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Alex Gorsky	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Melody Hobson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Phebe N. Novakovic	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Virginia M. Rometty	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Mark A. Weinberger	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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, with caution. There are ongoing concerns regarding the degree of discretion in incentive award determinations and the absence of certain shareholder-friendly disclosures, including preset target goals for annual cash incentive awards. However, financial metrics evaluated were consistent with the prior year, and LTI awards were majority performance-conditioned and based on clearly-disclosed multi-year goals. Importantly, noted concerns have not contributed to a quantitative pay-for-performance misalignment. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and disclosures.</i>			
3	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>			
4	Ratify PricewaterhouseCoopers 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>			
5	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board, and shareholders would benefit from more independent oversight.</i>			

JPMorgan Chase & Co.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
6	Report on Impacts of JPMC's Climate Transition Policies	SH	Against	Against
<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company appears to provide sufficient disclosure around how it weighs the costs and benefits associated with its policies toward the energy transition.</i>				
7	Report on Respecting Indigenous Peoples' Rights	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.</i>				
8	Review Proxy Voting Record and Policies Related to Climate Change and Diversity	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted. The requested report would benefit shareholders by allowing them to assess the company's policies and proxy voting practices on diversity and climate change-related issues, as well as providing a better understanding of the company's policy positions on such topics. Additional information regarding the potential risks of misalignment between the company's proxy voting policies and practices as well as the company's strategies for addressing those issues would further complement the company's commitments.</i>				
9	Commission Third Party Report on Due Diligence Process of Doing Business in Conflict Affected Areas	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to identify and assess human rights impacts in its operations and supply chain would allow shareholders to better gauge how the company is managing human rights related risks. Additionally, such a report would provide additional information to shareholders to evaluate how the company is evaluating and managing related operational risks that could potentially negatively affect shareholder value.</i>				
10	Submit Severance Agreement to Shareholder Vote	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Although the company does not currently maintain severance or golden parachute arrangements, the company also does not disclose a policy that future cash severance payments beyond market norms would require shareholder approval. The requested policy would therefore represent an enhancement to shareholders' interests.</i>				
11	Report on Civil Rights and Non-Discrimination Audit	SH	Against	Against
<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.</i>				

Juniper Networks, Inc.

Meeting Date: 04/02/2024

Country: USA

Ticker: JNPR

Record Date: 02/23/2024

Meeting Type: Special

Primary Security ID: 48203R104

Primary ISIN: US48203R1041

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Merger Agreement	Mgmt	For	For
<i>Additional Policy Rationale: Shareholders are receiving a meaningful premium to the unaffected date price and JNPR's 52-week high, there is a potential downside risk of non-approval, and the cash consideration provides shareholders with certainty of value. As such, support FOR the proposed transaction is warranted.</i>				

Juniper Networks, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote on Golden Parachutes	Mgmt	For	For
	<i>Additional Policy Rationale: Support for the golden parachute proposal is warranted. Cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and a majority of the outstanding equity will only vest upon a qualifying termination.</i>			
3	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
4	Adjourn Meeting	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this agenda item is warranted as the underlying transaction warrants support.</i>			

Juniper Networks, Inc.

Meeting Date: 06/04/2024

Country: USA

Ticker: JNPR

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 48203R104

Primary ISIN: US48203R1041

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Anne DelSanto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Kevin DeNuccio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director James Dolce	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Steven Fernandez	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Christine Gorjanc	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Janet Haugen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Scott Kriens	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Rahul Merchant	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Juniper Networks, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1i	Elect Director Rami Rahim	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director William Stensrud	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Steven (Steve) Fernandez and William Stensrud 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 8.97 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. Annual incentives are primarily based on objective metrics and a majority of long-term equity awards were tied to performance for the year in review.</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>			
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the purchase price and number of shares reserved is reasonable, and the offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>			

Keisei Electric Railway Co., Ltd.

Meeting Date: 06/27/2024	Country: Japan	Ticker: 9009
Record Date: 03/31/2024	Meeting Type: Annual	
Primary Security ID: J32233108		Primary ISIN: JP3278600006

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 26	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Kobayashi, Toshiya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Amano, Takao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Mochinaga, Hideki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Yamada, Koji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Keisei Electric Railway Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.5	Elect Director Oka, Tadakazu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Shimizu, Takeshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Emmei, Makoto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Tochigi, Shotaro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Kikuchi, Misao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Ashizaki, Takeshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.11	Elect Director Amitani, Takako	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.12	Elect Director Taguchi, Kazumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.13	Elect Director Kawai, Yoshikazu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.14	Elect Director Nakajima, Akiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.15	Elect Director Ishiuchi, Toshiyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
3.1	Appoint Statutory Auditor Teshima, Tsuneaki	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this nominee is warranted because: * The outside statutory auditor nominee's affiliation with the company could compromise independence.</i>			
3.2	Appoint Statutory Auditor Kawasumi, Makoto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Keisei Electric Railway Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Amend Articles to Add Provision on Capital Allocation Policy and Management of Investment Securities	SH	Against	For
<p><i>Additional Policy Rationale: A vote FOR this shareholder proposal is warranted because: * While the proposal appears to be prescriptive, it gives management enough time for an orderly disposal, and the dissident does not demand Keisei sell its entire holding in OLC and the proposal would still leave the company with a sufficiently large stake in OLC to support large future investment needs. * This proposal will remove an accounting "overhang" that has long distorted Keisei's performance and valuation, forcing management to be more disciplined in its capital allocation decisions and accountable for the performance of Keisei's operating businesses.</i></p>				

Keurig Dr Pepper Inc.

Meeting Date: 06/10/2024	Country: USA	Ticker: KDP
Record Date: 04/15/2024	Meeting Type: Annual	
Primary Security ID: 49271V100		Primary ISIN: US49271V1008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1A	Elect Director Timothy "Tim" Cofer	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1B	Elect Director Robert "Bob" Gamgort	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1C	Elect Director Oray B. Boston, Jr.	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1D	Elect Director Joachim Creus	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1E	Elect Director Olivier Goudet	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1F	Elect Director Juliette Hickman	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1G	Elect Director Paul Michaels	Mgmt	For	Against
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1H	Elect Director Pamela "Pam" Patsley	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1I	Elect Director Lubomira Rochet	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				

Keurig Dr Pepper Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1J	Elect Director Debra Sandler	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1K	Elect Director Robert "Bob" Singer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Paul Michaels, Oray Boston and Debra Sandler 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 for the year in review.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 15.96 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Report on Efforts to Reduce Plastic Use	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to reduce its plastics use by shifting away from single-use packaging would allow shareholders to better assess the company's related risk management.</i>			

Kintetsu Group Holdings Co., Ltd.

Meeting Date: 06/21/2024

Country: Japan

Ticker: 9041

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J3S955116

Primary ISIN: JP3260800002

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 50	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Tsuji, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Wakai, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Kobayashi, Tetsuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Hara, Shiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Kintetsu Group Holdings Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.5	Elect Director Hayashi, Nobu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Matsumoto, Akihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Kasamatsu, Hiroyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Yanagi, Masanori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.9	Elect Director Katayama, Toshiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Nagaoka, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.11	Elect Director Mikasa, Yuji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.12	Elect Director Ueda, Naoyoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Appoint Statutory Auditor Tada, Hitoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Appoint Statutory Auditor Maeda, Masahiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Appoint Statutory Auditor Suzuki, Kazumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Appoint Statutory Auditor Inoue, Michiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.5	Appoint Statutory Auditor Nakamura, Tetsuo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Knorr-Bremse AG

Meeting Date: 04/30/2024

Country: Germany

Ticker: KBX

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: D4S43E114

Primary ISIN: DE000KBX1006

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
2	Approve Allocation of Income and Dividends of EUR 1.64 per Share	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>			
3	Approve Discharge of Management Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
4	Approve Discharge of Supervisory Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
5	Ratify KPMG AG as Auditors for Fiscal Year 2024 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2024	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>			
6	Approve Remuneration Policy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the proposed remuneration policy is broadly in line with market practice and SRD II.</i>			
7	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the company's remuneration practices are broadly in line with best practice standards in Germany and pay and performance appear reasonably aligned at this time. However, it is not without some concerns: * During the year under review, the STI and LTI targets for the CFO were increased without rationale. * It is unclear whether shareholders' concerns have been fully addressed.</i>			

Koito Manufacturing Co., Ltd.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 7276

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J34899104

Primary ISIN: JP3284600008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 28	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			

Koito Manufacturing Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.1	Elect Director Otake, Masahiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Kato, Michiaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Uchiyama, Masami	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Konagaya, Hideharu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Kusakawa, Katsuyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Toyota, Jun	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Uehara, Haruya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.8	Elect Director Sakurai, Kingo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.9	Elect Director Igarashi, Chika	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Tanaka, Risa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Appoint Statutory Auditor Kikuchi, Mitsuo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Appoint Statutory Auditor Sakakibara, Koichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Appoint Statutory Auditor Yamaguchi, Hidemi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this nominee is warranted because: * The outside statutory auditor nominee's affiliation with the company could compromise independence.</i>			

Laboratory Corporation of America Holdings

Meeting Date: 05/14/2024

Country: USA

Ticker: LH

Record Date: 03/20/2024

Meeting Type: Annual

Primary Security ID: 504922105

Primary ISIN: US5049221055

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Kerri B. Anderson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1b	Elect Director Jeffrey A. Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1c	Elect Director D. Gary Gilliland	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1d	Elect Director Kirsten M. Kliphouse	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1e	Elect Director Garheng Kong	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1f	Elect Director Peter M. Neupert	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1g	Elect Director Richelle P. Parham	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1h	Elect Director Paul B. Rothman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1i	Elect Director Adam H. Schechter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			
1j	Elect Director Kathryn E. Wengel	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST Kathryn Wengel is warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR all other nominees is warranted.</i>			

Laboratory Corporation of America Holdings

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Annual incentives were primarily based on financial measures, and a majority of the equity awards were performance-based and measured over a multi-year performance period.</i>			
3	Ratify Deloitte & Touche 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>			
4	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis, absent shareholder approval, and no significant concerns are identified with respect to the company's other current executive severance arrangements.</i>			
5	Report on Transport of Nonhuman Primates Within the U.S.	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because shareholders would benefit from additional disclosure about steps the company is taking to mitigate risks related to animal welfare in its transport of non-human primates.</i>			
6	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the potential risks and costs associated with the fulfilment of information requests for the enforcement of state laws related to reproductive rights would allow shareholders to assess how the company is managing such risks.</i>			

LEG Immobilien SE

Meeting Date: 05/23/2024

Country: Germany

Ticker: LEG

Record Date: 05/16/2024

Meeting Type: Annual

Primary Security ID: D4960A103

Primary ISIN: DE000LEG1110

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
2	Approve Allocation of Income and Dividends of EUR 2.45 per Share	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>			
3	Approve Discharge of Management Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
4	Approve Discharge of Supervisory Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			

LEG Immobilien SE

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
5	Ratify Deloitte GmbH as Auditors for Fiscal Year 2024	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>			
6	Elect Christoph Beumer to the Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposed nominee is warranted.</i>			
7	Approve Remuneration Policy for the Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the remuneration policy for supervisory board members is warranted because it is in line with market practice and no significant concerns are noted.</i>			
8	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because the company's remuneration report is broadly in line with best practice standards in Germany, and no significant concerns were identified.</i>			

Lennar Corporation

Meeting Date: 04/10/2024

Country: USA

Ticker: LEN

Record Date: 02/14/2024

Meeting Type: Annual

Primary Security ID: 526057104

Primary ISIN: US5260571048

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Amy Banse	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1b	Elect Director Theron (Tig) Gilliam	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1c	Elect Director Sherrill W. Hudson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1d	Elect Director Jonathan M. Jaffe	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1e	Elect Director Sidney Lapidus	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1f	Elect Director Teri P. McClure	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			

Lennar Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1g	Elect Director Stuart Miller	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1h	Elect Director Armando Olivera	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1i	Elect Director Dacona Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1j	Elect Director Jeffrey Sonnenfeld	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
1k	Elect Director Serena Wolfe	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Amy Banse, Teri McClure, Armando Olivera and Jeffrey Sonnenfeld is warranted for lack of diversity on the board. A vote AGAINST Stuart Miller is warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominee(s) is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the significant concerns surrounding the aggregate magnitude of awards made to the co-CEOs as well as the cash retirement payment made to the retiring co-CEO. While the company has made certain improvements to the incentive programs, including lowering the NEO bonus pool and increasing goal rigor in the equity program, award values remain relatively large and the co-CEO model continues to result in two highly paid executives. In addition, the retiring co-CEO received a sizable cash payment upon his voluntary retirement, which is considered to be a problematic pay practice.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.4 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Amend Certificate of Incorporation to Limit the Liability of Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
5	Report on Political Contributions	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the lack of disclosure around the company's political activities. Shareholders would benefit from greater disclosure around indirect political contribution expenditures, the company's participation in trade associations, and the board's role in oversight.</i>			
6	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as it not only aligns with Lennar's existing DEI efforts but would also allow shareholders to better assess the company's human capital management strategy.</i>			
7	Report on Climate Change	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.</i>			

lululemon athletica inc.

Meeting Date: 06/06/2024

Country: USA

Ticker: LULU

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 550021109

Primary ISIN: US5500211090

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Calvin McDonald	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Isabel Ge Mahe and Emily White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Isabel Mahe	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Isabel Ge Mahe and Emily White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Martha (Marti) Morfitt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Isabel Ge Mahe and Emily White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Emily White	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Isabel Ge Mahe and Emily White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Shane Grant	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Isabel Ge Mahe and Emily White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Teri List	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Isabel Ge Mahe and Emily White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers 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. Further, the majority of the CEO's compensation is tied to pre-set, objective measures, and payouts under both the STI and LTI programs are commensurate with recent company performance.</i>			
4	Report on Risks from Company's Use of Animal-Derived Materials	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as additional disclosure would allow shareholders to better assess how the company is evaluating and managing risks related to the production and sale of apparel using animal-derived materials.</i>			

LY Corp.

Meeting Date: 06/18/2024

Country: Japan

Ticker: 4689

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J9894K105

Primary ISIN: JP393380009

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Kawabe, Kentaro	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * The nominee should be considered accountable for information leakage and insufficient response to administrative guidance.</i>			
1.2	Elect Director Idezawa, Takeshi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * The nominee should be considered accountable for information leakage and insufficient response to administrative guidance.</i>			
2.1	Elect Director and Audit Committee Member Hasumi, Maiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director and Audit Committee Member Kunihiro, Tadashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director and Audit Committee Member Takahashi, Yuko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

M&T Bank Corporation

Meeting Date: 04/16/2024

Country: USA

Ticker: MTB

Record Date: 02/22/2024

Meeting Type: Annual

Primary Security ID: 55261F104

Primary ISIN: US55261F1049

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director John P. Barnes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Robert T. Brady	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Carlton J. Charles	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Jane Chwick	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director William F. Cruger, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

M&T Bank Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.6	Elect Director T. Jefferson Cunningham, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Gary N. Geisel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Leslie V. Godridge	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Rene F. Jones	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Richard H. Ledgett, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Melinda R. Rich	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.12	Elect Director Robert E. Sadler, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.13	Elect Director Denis J. Salamone	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.14	Elect Director Rudina Seseri	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.15	Elect Director Kirk W. Walters	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.16	Elect Director Herbert L. Washington	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Brady and Carlton Charles 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; and * The company maintains an auto-accelerated equity vesting change-in-control provision.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.4 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Meeting Date: 06/26/2024

Country: Japan

Ticker: 2413

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J4697J108

Primary ISIN: JP3435750009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Tanimura, Itaru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Tomaru, Akihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Tsuchiya, Eiji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Nakamura, Rie	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Tanaka, Yoshinao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Yamazaki, Satoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Yoshida, Kenichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>			
1.8	Elect Director Tsugawa, Yusuke	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.1	Elect Director and Audit Committee Member Yamazaki, Mayuka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director and Audit Committee Member Ebata, Takako	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director and Audit Committee Member Suzuki, Satoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

MarketAxess Holdings Inc.

Meeting Date: 06/05/2024

Country: USA

Ticker: MKTX

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 57060D108

Primary ISIN: US57060D1081

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Richard M. McVey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Christopher R. Concannon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Nancy Altobello	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Steven L. Begleiter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Stephen P. Casper	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Jane Chwick	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director William F. Cruger	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Kourtney Gibson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Carlos M. Hernandez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Richard G. Ketchum	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Emily H. Portney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Nancy Altobello, Jane Chwick, and William Cruger Jr. is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.31 percent of the fees paid to the auditor are for non-audit purposes.</i>			

MarketAxess Holdings Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Although some concerns are noted in the STI plan, the annual incentives are primarily based on a pre-set financial metric. In addition, half of the annual equity awards are targeted to be performance conditioned and measured over a multi-year period.</i>			
4	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
5	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>			
6	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as the right to call special meetings at 10 percent ownership threshold would enhance shareholders rights.</i>			

Marsh & McLennan Companies, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: MMC

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 571748102

Primary ISIN: US5717481023

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Anthony K. Anderson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1b	Elect Director John Q. Doyle	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1c	Elect Director Oscar Fanjul	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1d	Elect Director H. Edward Hanway	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1e	Elect Director Judith Hartmann	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			

Marsh & McLennan Companies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1f	Elect Director Deborah C. Hopkins	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1g	Elect Director Tamara Ingram	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1h	Elect Director Jane H. Lute	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1i	Elect Director Steven A. Mills	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1j	Elect Director Morton O. Schapiro	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1k	Elect Director Lloyd M. Yates	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members H. Edward Hanway, Deborah Hopkins, Steven Mills and Morton Schapiro is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) 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. The committee demonstrated adequate responsiveness following last year's low say-on-pay vote result. Certain disclosure under the STI program could be improved. However, the STI program is predominantly based on quantified objective goals that require year-over-year growth. Additionally, half of LTI awards vest based on clearly-disclosed multi-year goals and a target which requires growth. Lastly, pay and performance are reasonably aligned for the year in review.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.20 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Provide Right to Act by Written Consent	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.</i>			

Marvell Technology, Inc.

Meeting Date: 06/20/2024

Country: USA

Ticker: MRVL

Record Date: 04/25/2024

Meeting Type: Annual

Primary Security ID: 573874104

Primary ISIN: US5738741041

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Sara Andrews	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director W. Tudor Brown	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Brad W. Buss	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Daniel Durn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Rebecca W. House	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Marachel L. Knight	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Matthew J. Murphy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Michael G. Strachan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Robert E. Switz	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Ford Tamer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Richard P. Wallace	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Bradley (Brad) Buss, Rebecca (Becky) House, and Robert (Bob) Switz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Marvell Technology, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Additional Policy Rationale: The pay-for-performance misalignment is underscored by concerns regarding STI goal rigor and disclosure, and by regular LTI goal rigor and overall equity award magnitude. The STIP target goals were set below prior year's achievement levels, without a commensurate reduction in target pay opportunity. Further, the company does not disclose specific individual performance goals/results. Additional concerns are raised regarding the magnitude of the CEO's equity awards, which propel his total pay to more than four times the median of CEO peers. While majority performance-based, the relative TSR metric targets merely median performance, and the size of the CEO's regular equity awards are relatively large, which is more concerning in the context of him receiving a large one-time award. In light of these issues, a vote AGAINST this proposal is not warranted.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 13.17 percent of the fees paid to the auditor are for non-audit purposes.</i>				

MercadoLibre, Inc.

Meeting Date: 06/05/2024 **Country:** USA **Ticker:** MELI
Record Date: 04/09/2024 **Meeting Type:** Annual
Primary Security ID: 58733R102 **Primary ISIN:** US58733R1023

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Nicolas Galperin	Mgmt	For	Withhold
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Henrique Dubugras, Nicolas Galperin and Richard Sanders for lack of diversity on the board.</i>				
1.2	Elect Director Henrique Dubugras	Mgmt	For	Withhold
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Henrique Dubugras, Nicolas Galperin and Richard Sanders for lack of diversity on the board.</i>				
1.3	Elect Director Richard Sanders	Mgmt	For	Withhold
<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Henrique Dubugras, Nicolas Galperin and Richard Sanders for lack of diversity on the board.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; and * The company has not disclosed any risk mitigators, such as a clawback policy, CEO stock ownership guidelines, or stock holding period requirements.</i>				
3	Ratify Pistrelli, Henry Martin y Asociados S.R.L. as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.88 percent of the fees paid to the auditor are for non-audit purposes.</i>				

Merck & Co., Inc.

Meeting Date: 05/28/2024 **Country:** USA **Ticker:** MRK
Record Date: 04/01/2024 **Meeting Type:** Annual
Primary Security ID: 58933Y105 **Primary ISIN:** US58933Y1055

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Douglas M. Baker, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Mary Ellen Coe	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Pamela J. Craig	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Robert M. Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Thomas H. Glocer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Risa J. Lavizzo-Mourey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Stephen L. Mayo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Paul B. Rothman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Patricia F. Russo	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Christine E. Seidman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Inge G. Thulin	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Merck & Co., Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1l	Elect Director Kathy J. Warden	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Glocer, Douglas Baker Jr., Pamela Craig, Patricia Russo, Inge Thulin, and Kathy Warden 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. Although there are certain disclosure concerns with respect to STI program, the STI is primarily based on pre-set, objective measures. Additionally, the LTI is predominantly performance-conditioned with a multi-year measurement period.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.93 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Provide Right to Act by Written Consent	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.</i>			
5	Disclose a Government Censorship Transparency Report	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, because: * the company provides disclosure of its commitment to transparency; * the company has not engaged in unconstitutional censorship; and * the proponent is conflating efforts to combat misinformation with unconstitutional censorship.</i>			
6	Report on Civil Rights and Non-Discrimination Audit	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as Merck appears to be taking appropriate measures to address the risk of discrimination against employees based on religion or political views.</i>			

Meta Platforms, Inc.

Meeting Date: 05/29/2024

Country: USA

Ticker: META

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: 30303M102

Primary ISIN: US30303M1027

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Peggy Alford	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Marc L. Andreessen	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
1.3	Elect Director John Arnold	Mgmt	For	For
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
1.4	Elect Director Andrew W. Houston	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
1.5	Elect Director Nancy Killefer	Mgmt	For	For
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.6	Elect Director Robert M. Kimmitt	Mgmt	For	For
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
1.7	Elect Director Hock E. Tan	Mgmt	For	For
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
1.8	Elect Director Tracey T. Travis	Mgmt	For	For
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
1.9	Elect Director Tony Xu	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.10	Elect Director Mark Zuckerberg	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. * WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. WITHHOLD votes are warranted for incumbent nominating committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu for lack of diversity on the board. WITHHOLD votes are further warranted for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are also warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes are additionally warranted for Peggy Alford in her capacity as chair of the compensation, nominating, and governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Votes FOR the remaining director nominees are warranted.</i></p>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	<p><i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 27.55 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i></p>			
3	Amend Certificate of Incorporation to Limit the Liability of Officers	Mgmt	For	Against
	<p><i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i></p>			
4	Amend Omnibus Stock Plan	Mgmt	For	Against
	<p><i>Additional Policy Rationale: Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.</i></p>			
5	Approve Recapitalization Plan for all Stock to Have One-vote per Share	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i></p>			
6	Report on Generative AI Misinformation and Disinformation Risks	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.</i></p>			
7	Disclosure of Voting Results Based on Class of Shares	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.</i></p>			
8	Report on Human Rights Risks in Non-US Markets	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted as increased transparency and disclosure would allow shareholders to better evaluate the effectiveness of the company's efforts in managing human rights risks related to content moderation in its five largest non-U.S. markets.</i></p>			
9	Amend Corporate Governance Guidelines	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.</i></p>			

Meta Platforms, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
10	Report on Human Rights Impact Assessment of Targeted Advertising	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.</i>			
11	Report on Child Safety and Harm Reduction	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i>			
12	Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.</i>			
13	Report on Political Advertising and Election Cycle Enhanced Actions	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the impacts of political advertising on the company's platforms would allow shareholders to better assess the company's management of its political advertising policies and practices aimed at reducing the spread of misinformation, and as well as its management of associated risks.</i>			
14	Report on Framework to Assess Company Lobbying Alignment with Climate Goals	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.</i>			

Moderna, Inc.

Meeting Date: 05/06/2024

Country: USA

Ticker: MRNA

Record Date: 03/07/2024

Meeting Type: Annual

Primary Security ID: 60770K107

Primary ISIN: US60770K1079

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Robert Langer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Robert Langer Jr. is warranted for lack of diversity on the board. A vote AGAINST incumbent governance committee member Robert Langer Jr. is further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Elizabeth Nabel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Robert Langer Jr. is warranted for lack of diversity on the board. A vote AGAINST incumbent governance committee member Robert Langer Jr. is further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>			

Moderna, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Elizabeth Tallett	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Robert Langer Jr. is warranted for lack of diversity on the board. A vote AGAINST incumbent governance committee member Robert Langer Jr. is further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * High CEO pay relative to company performance compared to the company's peers; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.58 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Provide Right to Call Special Meeting	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, despite restrictive language which may remain in the contingent bylaw amendment.</i>			
5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			

Moody's Corporation

Meeting Date: 04/16/2024

Country: USA

Ticker: MCO

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 615369105

Primary ISIN: US6153691059

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jorge A. Bermudez	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1b	Elect Director Therese Esperdy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1c	Elect Director Robert Fauber	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			

Moody's Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director Vincent A. Forlenza	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1e	Elect Director Kathryn M. Hill	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1f	Elect Director Lloyd W. Howell, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1g	Elect Director Jose M. Minaya	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1h	Elect Director Leslie F. Seidman	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1i	Elect Director Zig Serafin	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
1j	Elect Director Bruce Van Saun	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST nominating committee members Vincent Forlenza, Jorge Bermudez, Therese Esperdy, Kathryn Hill, Lloyd Howell Jr., Jose Minaya, Leslie Seidman, Zig Serafin and Bruce Van Saun is warranted for lack of diversity on the board. A vote FOR Robert Fauber is warranted.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none 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 for the year in review. Annual incentives are primarily performance-based and a majority of the long-term equity awards are performance-conditioned and measured over a multi-year performance period.</i>			
4	Provide Right to Call Special Meeting	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 shareholders' rights.</i>			
5	Reduce Ownership Threshold for Shareholders to Call 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>			

Murata Manufacturing Co. Ltd.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 6981

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J46840104

Primary ISIN: JP3914400001

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 27	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2	Amend Articles to Clarify Director Authority on Board Meetings - Authorize Board to Determine Income Allocation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>			
3.1	Elect Director Nakajima, Norio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director Iwatsubo, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director Minamide, Masanori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director Izumitani, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.5	Elect Director Murata, Takaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.6	Elect Director Yasuda, Yuko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.7	Elect Director Nishijima, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.8	Elect Director Ina, Hiroyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4.1	Elect Director and Audit Committee Member Ozawa, Yoshiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4.2	Elect Director and Audit Committee Member Yamamoto, Takatoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Murata Manufacturing Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4.3	Elect Director and Audit Committee Member Munakata, Naoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4.4	Elect Director and Audit Committee Member Enomoto, Seiichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Nasdaq, Inc.

Meeting Date: 06/11/2024 **Country:** USA **Ticker:** NDAQ
Record Date: 04/15/2024 **Meeting Type:** Annual
Primary Security ID: 631103108 **Primary ISIN:** US6311031081

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Melissa M. Arnoldi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Charlene T. Begley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Adena T. Friedman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Essa Kazim	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Thomas A. Kloet	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Kathryn A. Koch	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Holden Spaht	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Michael R. Splinter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Johan Torgeby	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Toni Townes-Whitley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Nasdaq, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1k	Elect Director Jeffery W. Yabuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1l	Elect Director Alfred W. Zollar	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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 were reasonably aligned for the year in review.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.92 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as a lower ownership threshold to call a special meeting would improve shareholder rights.</i>			

Netflix, Inc.

Meeting Date: 06/06/2024 **Country:** USA **Ticker:** NFLX
Record Date: 04/08/2024 **Meeting Type:** Annual
Primary Security ID: 64110L106 **Primary ISIN:** US64110L1061

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Richard N. Barton	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Mathias Dopfner	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Reed Hastings	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Jay C. Hoag	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Greg Peters	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Susan E. Rice	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith 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
1g	Elect Director Ted Sarandos	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Bradford L. Smith	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Anne M. Sweeney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Hoag and Bradford (Brad) Smith 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	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 28.01 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposal is warranted, with caution. After two consecutive failed say-on-pay vote results, the compensation committee made a number of positive changes to the pay program in response to shareholders and was therefore adequately responsive to shareholder concerns. In connection with the introduction of an annual bonus structure, FY23 target bonus opportunities were relatively large, however, the bonus was based on pre-set financial metrics, and the FY24 bonus will cover all NEOs with significantly lower target values. The LTI grant remained based entirely in time-vested stock options for FY23, and half of the total grant vested immediately upon grant. While the FY23 LTI structure remained an outlier, this structure will be replaced in FY24 by a program split evenly between PSUs with a multi-year performance period and time-vested RSUs. The FY24 improvements are meaningful and intended to address many perennial concerns with the program, though the pay program changes and certain other issues warrant continued monitoring, including relatively large base salaries and pay magnitude in the context of a co-CEO structure.</i>			
4	Report on Use of Artificial Intelligence	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as improved transparency and the disclosure of ethical guidelines would provide shareholders the ability to evaluate the benefits and risks associated with the company's use of AI as well as the actions the company is potentially taking to mitigate those risks.</i>			
5	Establish Committee on Corporate Sustainability	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted, as the company's existing board oversight appears adequate to address issues related to corporate sustainability and the board should generally be given latitude to determine its committee structure.</i>			
6	Amend Director Election Resignation Bylaw	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues or specific concerns at the company that suggest the proponent's more-stringent director resignation policy is necessary at this time.</i>			
7	Amend Code of Ethics and Report on Board Compliance with the Amended Code	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as more comprehensive information on how the board checks and verifies board member compliance with the Code of Ethics would provide assurance to shareholders that the company is adhering to its policies with respect to diversity, equity, and inclusion (DEI). Furthermore, the adoption of this proposal would enhance the company's current measures for ethical conduct and oversight and allow better insight into the effectiveness of the company's DEI efforts.</i>			
8	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.</i>			

Meeting Date: 05/16/2024

Country: United Kingdom

Ticker: NXT

Record Date: 05/14/2024

Meeting Type: Annual

Primary Security ID: G6500M106

Primary ISIN: GB0032089863

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 as no significant concerns have been identified.</i>			
3	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>			
4	Elect Venetia Butterfield as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
5	Elect Amy Stirling as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
6	Re-elect Jonathan Bewes as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
7	Re-elect Soumen Das as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
8	Re-elect Tom Hall as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
9	Re-elect Dame Tristia Harrison Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
10	Re-elect Amanda James as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
11	Re-elect Richard Papp as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison 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
12	Re-elect Michael Roney as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
13	Re-elect Jane Shields as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
14	Re-elect Jeremy Stakol as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
15	Re-elect Lord Wolfson as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Michael (Mike) Roney, Jonathan Bewes, Soumen Das, Thomas (Tom) Hall, and Dame Tristia Harrison is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>			
17	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 11.4 percent of the total fees paid to the auditor are for non-audit purposes.</i>			
18	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>			
19	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>			
20	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>			
21	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>			
22	Authorise Off-Market Purchase of Ordinary Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted, although it is not without concern: * The use of contingent purchase contracts could tie the Company into buying back shares at unattractive prices if the market price falls after each contract has been agreed. The main reasons for support are: * Certain protections have been built into the mechanism which limit the downside risk for the Company in the event of a share price fall; and * This authority is a continuation of NEXT's previous practice and is intended to provide it with flexibility to purchase shares.</i>			
23	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>			

Meeting Date: 06/18/2024

Country: Japan

Ticker: 6594

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J52968104

Primary ISIN: JP3734800000

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Amend Articles to Clarify Director Authority on Shareholder Meetings - Amend Provisions on Director Titles - Clarify Director Authority on Board Meetings	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>			
2.1	Elect Director Nagamori, Shigenobu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Kishida, Mitsuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Kobe, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Sato, Shinichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Komatsu, Yayoi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Sakai, Takako	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Elect Director and Audit Committee Member Murakami, Kazuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director and Audit Committee Member Ochiai, Hiroyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director and Audit Committee Member Yamada, Aya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director and Audit Committee Member Umeda, Kunio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

NIDEC Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For

*Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.*

Nintendo Co., Ltd.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 7974

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J51699106

Primary ISIN: JP3756600007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 131	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Furukawa, Shuntaro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Miyamoto, Shigeru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Takahashi, Shinya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Shibata, Satoru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Shiota, Ko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Beppu, Yusuke	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Chris Meledandri	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>			
2.8	Elect Director Miyoko Demay	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Nintendo Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3.1	Elect Director and Audit Committee Member Yoshimura, Takuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director and Audit Committee Member Umeyama, Katsuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director and Audit Committee Member Shinkawa, Asa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director and Audit Committee Member Osawa, Eiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.5	Elect Director and Audit Committee Member Akashi, Keiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4	Approve Fixed Cash Compensation Ceiling and Performance-Based Cash Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The size of the proposed fixed cash compensation ceiling for directors who are not audit committee members cannot be regarded as excessively high. * The company proposes to raise the sub-ceiling of compensation for outsiders. * The company seeks to introduce/pay performance-based compensation.</i>			

NN Group NV

Meeting Date: 05/24/2024 **Country:** Netherlands **Ticker:** NN
Record Date: 04/26/2024 **Meeting Type:** Annual
Primary Security ID: N64038107 **Primary ISIN:** NL0010773842

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Annual Meeting Agenda	Mgmt		
	Open Meeting	Mgmt		
	<i>Additional Policy Rationale: No vote is required for this item.</i>			
2	Receive Annual Report	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item</i>			
3	Discussion on Company's Corporate Governance Structure	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i>			
5.A	Adopt Financial Statements and Statutory Reports	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.B	Receive Explanation on Company's Dividend Policy	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
5.C	Approve Dividends	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>			
6.A	Approve Discharge of Executive Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>			
6.B	Approve Discharge of Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>			
7	Discuss Updated Profile of the Supervisory Board	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
8.A	Elect Robert Jenkins to Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates</i>			
8.B	Elect Koos Timmermans to Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates</i>			
9.A	Adopt Remuneration Policy for the Executive Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted as the proposed amendment(s) as well as the overall structure of the remuneration policy are considered to be in line with market practice and no further concerns were identified.</i>			
9.B	Adopt Remuneration Policy for the Supervisory Board	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted, since there is no evidence of excessiveness on the part of the supervisory board regarding this remuneration proposal.</i>			
10	Grant Board Authority to Issue Shares in the Context of Issuing Contingent Convertible Securities	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is warranted, although this is not without concern for shareholders: * If the Company were to issue Contingent Convertible Securities and a trigger event were to occur, causing them to convert into ordinary shares, this would result in significant dilution to non-participating shareholders. The main reasons for support are: * Such authorities for issuing convertible debt are common proposals at Dutch insurance companies and conversion into equity is only intended to apply in extreme circumstances only; and * The conversion into ordinary shares would require the Tier 1 capital ratio to fall to a level which would denote significant capital weakness well beyond the Company's current position and minimum regulatory requirements.</i>			

NN Group NV

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
11.A1	Grant Board Authority to Issue Ordinary Shares Up To 10 Percent of Issued Capital	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>			
11.A2	Authorize Board to Exclude Preemptive Rights from Share Issuances	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>			
11.B	Grant Board Authority to Issue Shares Up To 20 Percent of Issued Capital in Connection with a Rights Issue	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>			
12	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow NN Group to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i>			
13	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>			
14	Close Meeting	Mgmt		
	<i>Additional Policy Rationale: No vote is required for this item.</i>			

Nomura Research Institute Ltd.

Meeting Date: 06/21/2024

Country: Japan

Ticker: 4307

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J5900F106

Primary ISIN: JP3762800005

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Konomoto, Shingo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Akatsuka, Yo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Yanagisawa, Kaga	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Ebato, Ken	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Nomura Research Institute Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.5	Elect Director Anzai, Hidenori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Sagano, Fumihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Sakata, Shinoi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.8	Elect Director Ohashi, Tetsuji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.9	Elect Director Kobori, Hideki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2	Appoint Statutory Auditor Hihara, Takeshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Northern Trust Corporation

Meeting Date: 04/16/2024

Country: USA

Ticker: NTRS

Record Date: 02/26/2024

Meeting Type: Annual

Primary Security ID: 665859104

Primary ISIN: US6658591044

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Linda Walker Bynoe	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Susan Crown	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Dean M. Harrison	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Jay L. Henderson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Marcy S. Klevorn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Northern Trust Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1f	Elect Director Siddharth N. "Bobby" Mehta	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Michael G. O'Grady	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Martin P. Slark	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director David H. B. Smith, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Donald Thompson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Charles A. Tribbett, III	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jay Henderson, Linda Bynoe and Charles Tribbett III 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 concerns exist regarding the rigor of the rigor of the STI program, equity awards are majority performance-conditioned, measured over a multi-year performance period, and have forward-looking targets.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 8.7 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Report on Risks of Misaligning Proxy Votes with Client Preferences	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional information regarding the potential risks of misalignment between the company's proxy voting policies and practices and its clients' values and preferences, as well as the company's strategies for addressing those issues, would further complement the company's commitments. In addition, the report would also clarify the company's policies and the client's preferences on ESG topics, in addition to enabling shareholders to assess how the company is managing related risks and the effectiveness of the company's related efforts.</i>			

NVIDIA Corporation

Meeting Date: 06/26/2024

Country: USA

Ticker: NVDA

Record Date: 04/29/2024

Meeting Type: Annual

Primary Security ID: 67066G104

Primary ISIN: US67066G1040

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Robert K. Burgess	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens 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 Tench Coxé	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director John O. Dabiri	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Persis S. Drell	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Jen-Hsun Huang	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Dawn Hudson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Harvey C. Jones	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Melissa B. Lora	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Stephen C. Neal	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director A. Brooke Seawell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Aarti Shah	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Mark A. Stevens	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stephen (Steve) Neal, Persis Drell, Harvey Jones, and Mark Stevens 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 for the year under review. Although some concerns are raised with respect to the LTI plan, the CEO's equity awards are entirely performance-based, with clearly disclosed target goals.</i>			

NVIDIA Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 16.84 percent of the fees paid to the auditor are for non-audit purposes.</i>				
4	Adopt Simple Majority Vote	SH	None	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.</i>				

NVR, Inc.

Meeting Date: 05/07/2024

Country: USA

Ticker: NVR

Record Date: 03/05/2024

Meeting Type: Annual

Primary Security ID: 62944T105

Primary ISIN: US62944T1051

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Paul C. Saville	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director C. E. Andrews	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Sallie B. Bailey	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Thomas D. Eckert	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Alfred E. Festa	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director Alexandra A. Jung	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Mel Martinez	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

NVR, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director David A. Preiser	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director W. Grady Rosier	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Susan Williamson Ross	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Susan Ross, Alfred (Fred) Festa, Melquiades (Mel) Martinez, and David Preiser is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</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: Although some concerns are raised, a vote FOR this proposal is warranted. Annual incentives are based on pre-set, objective metrics, and the NEOs did not receive equity following front-loaded awards in prior years. Further, CEO pay and company performance are reasonably aligned at this time.</i>			
4	Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.</i>			
5	Report on Political Contributions	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of any related risks and benefits.</i>			

OBIC Co. Ltd.

Meeting Date: 06/27/2024	Country: Japan	Ticker: 4684
Record Date: 03/31/2024	Meeting Type: Annual	
Primary Security ID: J5946V107		Primary ISIN: JP3173400007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 170	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Noda, Masahiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

OBIC Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.2	Elect Director Tachibana, Shoichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Fujimoto, Takao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Okada, Takeshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Gomi, Yasumasa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.6	Elect Director Ejiri, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Egami, Mime	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Odakyu Electric Railway Co., Ltd.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 9007

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J59568139

Primary ISIN: JP3196000008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 19	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2	Amend Articles to Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors - Authorize Directors to Execute Day to Day Operations without Full Board Approval	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>			
3.1	Elect Director Hoshino, Koji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director Suzuki, Shigeru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Odakyu Electric Railway Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3.3	Elect Director Tateyama, Akinori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director Ohara, Toru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.5	Elect Director Itonaga, Takehide	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>			
3.6	Elect Director Kondo, Shiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.7	Elect Director Kutsuzawa, Koichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.8	Elect Director Mizuyoshi, Hideo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.9	Elect Director Tsuyuki, Kaori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4.1	Elect Director and Audit Committee Member Hayama, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4.2	Elect Director and Audit Committee Member Hayashi, Takeshi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * This outside director candidate who will be an audit committee member lacks independence.</i>			
4.3	Elect Director and Audit Committee Member Wagatsuma, Yukako	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4.4	Elect Director and Audit Committee Member Taki, Junko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The proposal reflects the company's adoption of a board with an audit committee, which appears beneficial to shareholders.</i>			
6	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The proposal reflects the company's adoption of a board with an audit committee, which appears beneficial to shareholders.</i>			

Odakyu Electric Railway Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
7	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i></p>				

Old Dominion Freight Line, Inc.

Meeting Date: 05/15/2024	Country: USA	Ticker: ODFL
Record Date: 03/07/2024	Meeting Type: Annual	
Primary Security ID: 679580100		Primary ISIN: US6795801009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Sherry A. Aaholm	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.2	Elect Director David S. Congdon	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.3	Elect Director John R. Congdon, Jr.	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.4	Elect Director Andrew S. Davis	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.5	Elect Director Kevin M. Freeman	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.6	Elect Director Bradley R. Gabosch	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.7	Elect Director Greg C. Gantt	Mgmt	For	For
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				
1.8	Elect Director John D. Kasarda	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>				

Old Dominion Freight Line, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.9	Elect Director Cheryl S. Miller	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Wendy T. Stallings	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Thomas A. Stith, III	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.12	Elect Director Leo H. Suggs	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Leo Suggs, Bradley Gabosch, John Kasarda and Thomas Stith III 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 were reasonably aligned for the year in review. Annual incentives and equity awards are entirely performance-based.</i>			
3	Increase Authorized Common Stock	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.</i>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
5	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. While the company's sustainability efforts are noted, it is somewhat difficult to assess the company's strategy in reducing GHG emissions given the lack of quantifiable targets or a disclosed climate transition plan. Adopting both could better position the company to address regulatory requirements and changes in consumer sentiment. In addition, the requested proposal would provide shareholders greater transparency around the company's efforts and strategies to address climate-related risks.</i>			

Olympus Corp.

Meeting Date: 06/26/2024	Country: Japan	Ticker: 7733
Record Date: 03/31/2024	Meeting Type: Annual	
Primary Security ID: J61240107		Primary ISIN: JP3201200007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Fujita, Sumitaka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Olympus Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director David Robert Hale	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Jimmy C. Beasley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Ichikawa, Sachiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Kan, Kohei	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Gary John Pruden	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Luann Marie Pendy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.8	Elect Director Iwasaki, Masato	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.9	Elect Director Takeuchi, Yasuo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.10	Elect Director Stefan Kaufmann	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.11	Elect Director Okubo, Toshihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Omnicom Group Inc.

Meeting Date: 05/07/2024

Country: USA

Ticker: OMC

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 681919106

Primary ISIN: US6819191064

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director John D. Wren	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Omnicom Group Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Mary C. Choksi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.3	Elect Director Leonard S. Coleman, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.4	Elect Director Mark D. Gerstein	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.5	Elect Director Ronnie S. Hawkins	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.6	Elect Director Deborah J. Kissire	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.7	Elect Director Gracia C. Martore	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.8	Elect Director Patricia Salas Pineda	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.9	Elect Director Linda Johnson Rice	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.10	Elect Director Cassandra Santos	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.11	Elect Director Valerie M. Williams	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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, with caution. There are concerns regarding goal rigor of relative metrics in the STI and LTI programs, which can allow for target payout despite underperforming a majority of the peer group. These concerns are heightened by the relatively large annual bonus opportunity and a lack of a true threshold goal. i.e., underperformance of every company in the peer group still results in a reduced payout instead of no payout. Nonetheless, pay and performance were aligned for the year in review, the short-term incentive is primarily based on pre-set financial metrics, and the long-term incentive is entirely in performance-conditioned equity.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 3.07 percent of the fees paid to the auditor are for non-audit purposes.</i>			

OMRON Corp.

Meeting Date: 06/20/2024

Country: Japan

Ticker: 6645

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J61374120

Primary ISIN: JP3197800000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 52	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The company's reserves are adequate to cover the dividend.</i>			
2.1	Elect Director Yamada, Yoshihito	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Tsujinaga, Junta	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Miyata, Kiichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Tomita, Masahiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Yukumoto, Shizuto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Kamigama, Takehiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Kobayashi, Izumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Suzuki, Yoshihisa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Appoint Statutory Auditor Miura, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4	Appoint Alternate Statutory Auditor Watanabe, Toru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Ono Pharmaceutical Co., Ltd.

Meeting Date: 06/20/2024

Country: Japan

Ticker: 4528

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J61546115

Primary ISIN: JP3197600004

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Sagara, Gyo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Takino, Toichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Tsujinaka, Toshihiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Nomura, Masao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Okuno, Akiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Nagae, Shusaku	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Appoint Statutory Auditor Idemitsu, Kiyooki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Appoint Statutory Auditor Hishiyama, Yasuo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

O'Reilly Automotive, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: ORLY

Record Date: 03/07/2024

Meeting Type: Annual

Primary Security ID: 67103H107

Primary ISIN: US67103H1077

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Greg Henslee	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			

O'Reilly Automotive, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1b	Elect Director David O'Reilly	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1c	Elect Director Larry O'Reilly	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1d	Elect Director Gregory D. Johnson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1e	Elect Director Thomas T. Hendrickson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1f	Elect Director John R. Murphy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1g	Elect Director Dana M. Perlman	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1h	Elect Director Maria A. Sastre	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1i	Elect Director Andrea M. Weiss	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
1j	Elect Director Fred Whitfield	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas (Tom) Hendrickson, Dana Perlman, Maria Sastre, and Fred Whitfield is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted at this time.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; and * The company maintains an auto-accelerated equity vesting change-in-control provision.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 22.40 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>			

Meeting Date: 06/27/2024

Country: Japan

Ticker: 4661

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J6174U100

Primary ISIN: JP3198900007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 8	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Kagami, Toshio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Takano, Yumiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Yoshida, Kenji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Katayama, Yuichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Takahashi, Wataru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Kaneki, Yuichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Kambara, Rika	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Hanada, Tsutomu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.9	Elect Director Mogi, Yuzaburo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.10	Elect Director Tajiri, Kunio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.11	Elect Director Kikuchi, Misao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Oriental Land Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.12	Elect Director Watanabe, Koichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Appoint Statutory Auditor Suzuki, Shigeru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Appoint Statutory Auditor Kainaka, Tatsuo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Appoint Statutory Auditor Saigusa, Norio	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this nominee is warranted because: * The outside statutory auditor nominee's affiliation with the company could compromise independence.</i>			
3.4	Appoint Statutory Auditor Mashimo, Yukihito	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this nominee is warranted because: * The outside statutory auditor nominee's affiliation with the company could compromise independence.</i>			
4	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>			
5	Approve Compensation Ceiling for Statutory Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The size of the proposed ceiling cannot be regarded as high.</i>			
6	Approve Donation of Treasury Shares to Oriental Land Happiness of Children Foundation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * Oriental Land fails to provide a compelling rationale for the effective donation of treasury shares to the Oriental Land Happiness of Children Foundation.</i>			

Palantir Technologies, Inc.

Meeting Date: 06/05/2024

Country: USA

Ticker: PLTR

Record Date: 04/11/2024

Meeting Type: Annual

Primary Security ID: 69608A108

Primary ISIN: US69608A1088

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Alexander Karp	Mgmt	For	Withhold

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			
1.2	Elect Director Stephen Cohen	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			
1.3	Elect Director Peter Thiel	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			
1.4	Elect Director Alexander Moore	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			
1.5	Elect Director Alexandra Schiff	Mgmt	For	Withhold
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			

Palantir Technologies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.6	Elect Director Lauren Friedman Stat	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			
1.7	Elect Director Eric Woersching	Mgmt	For	For
	<p><i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Alexander Moore and Alexandra Schiff for lack of diversity on the board. WITHHOLD votes are warranted for Governance Committee members Alexander Moore and Alexandra Schiff given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Alexander Karp, Stephen Cohen, and Peter Thiel as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes are warranted for compensation committee members Alexander Moore and Alexandra Schiff due to a problematic pay practice. The CEO's pay consisted primarily of \$3.2 million in various large perks and other benefits such as a travel stipend, personal security services, personal use of chartered aircraft, and personal tax services. Although the company explains the nature of the perquisites, it did not provide a specific rationale for the size of the perks, which were significant. A vote FOR the remaining director nominees is warranted.</i></p>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<p><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></p>			

Public Storage

Meeting Date: 05/07/2024

Country: USA

Ticker: PSA

Record Date: 03/05/2024

Meeting Type: Annual

Primary Security ID: 74460D109

Primary ISIN: US74460D1090

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Ronald L. Havner, Jr.	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>			
1b	Elect Director Tamara Hughes Gustavson	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>			
1c	Elect Director Shankh S. Mitra	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>			
1d	Elect Director Rebecca Owen	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>			

Public Storage

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Kristy M. Pipes	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Avedick B. Poladian	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director John Reyes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Joseph D. Russell, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Tariq M. Shaukat	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Ronald P. Spogli	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Paul S. Williams	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Kristy Pipes, Ronald Spogli, and Paul Williams 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 were reasonably aligned for the year in review.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			

QBE Insurance Group Limited

Meeting Date: 05/10/2024

Country: Australia

Ticker: QBE

Record Date: 05/08/2024

Meeting Type: Annual

Primary Security ID: Q78063114

Primary ISIN: AU000000QBE9

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Approve Remuneration Report	Mgmt	For	For

QBE Insurance Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<p><i>Additional Policy Rationale: A qualified vote FOR the remuneration report is warranted. The CEO's fixed remuneration is consistent with peers in the ASX 1-25 group, Annual Performance Incentive (STI) bonuses are sufficiently aligned with company performance in FY23, and partial LTI vesting to executive KMP (excluding the CEO, who did not receive an FY20 LTI) was also sufficiently aligned with shareholder returns in the long-term. Corporate governance concerns are noted for, * Poor and absent disclosure of any meaningful specific and quantified targets in the STI and LTI. * The nature of API (STI) non-financial performance measures appears to be qualitative, and assessment potentially being subject to excessive board discretion of goals which appear as bonuses for "day job" duties of executives. * The inclusion of non-financial performance measures in the FY24 LTI (ie customer satisfaction and sustainability) to comply with the requirements of APRA's Prudential Standard CPS511 are not disclosed for shareholders to assess rigor, and unlikely to be commercial in confidence (see Item 3 below). * A three-year LTI performance period is considered as inferior amongst ASX 1-25 companies. * Dividends on unvested shares, noting there is no present entitlement to shares or dividends in the performance period of the LTI rights. * Additional director fees for a director's time to travel to board meetings or other board commitments. * No disclosure of the treatment of outstanding equity incentives for executives on cessation of employment.</i></p>			
3	Approve Grant of LTI Plan Conditional Rights under the Company's LTI Plan for 2024 to Andrew Horton	Mgmt	For	For
	<p><i>Additional Policy Rationale: A qualified vote FOR the FY24 LTI grant of conditional rights to the CEO Andrew Horton is warranted. This is on the basis that relative TSR and ROE performance measures comprise 80 percent of the LTI. The company has included non-financial performance measures (for customer satisfaction and sustainability) for 20 percent of the LTI to meet the requirements of APRA's regulatory standard CPS 511. Corporate governance concerns are noted for, * Poor and inferior LTI disclosure of specific and quantified targets. Assessment of performance may be subject to excessive board discretion. * Non-financial performance measures that may lead to a higher certainty of vesting and misalignment with shareholder returns. * Lack of relevant non-financial performance measures relating to business and operational risk management, instead opting for 'customer' and 'sustainability' measures. * A three-year LTI performance period is inadequate relative to the ASX 25 peer group. * Dividends on unvested shares.</i></p>			
4a	Elect T Le as Director	Mgmt	For	Against
	<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee member Tan Le are warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>			
4b	Elect S Ferguson as Director	Mgmt	For	For
	<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee member Tan Le are warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>			
4c	Elect P James as Director	Mgmt	For	For
	<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee member Tan Le are warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>			
4d	Elect P Wilson as Director	Mgmt	For	For
	<p><i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee member Tan Le are warranted for lack of diversity on the board. Votes FOR the remaining nominees are warranted at this time.</i></p>			

Quanta Services, Inc.

Meeting Date: 05/24/2024

Country: USA

Ticker: PWR

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: 74762E102

Primary ISIN: US74762E1029

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Earl C. (Duke) Austin, Jr.	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrtsch is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Warner L. Baxter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director Doyle N. Beneby	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Vincent D. Foster	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Bernard Fried	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Worthing F. Jackman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.7	Elect Director Holli C. Ladhani	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Jo-ann dePass Olsovsky	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director R. Scott Rowe	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Raul J. Valentin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.11	Elect Director Martha B. Wyrsh	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Robert Rowe and Martha Wyrsh 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. Annual and long-term incentives are primarily based on pre-set financial metrics, and PSUs utilize a multi-year performance period with forward-looking targets disclosed.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.24 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by the Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			

Meeting Date: 05/09/2024

Country: Canada

Ticker: QBR.B

Record Date: 03/12/2024

Meeting Type: Annual

Primary Security ID: 748193208

Primary ISIN: CA7481932084

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Chantal Belanger	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee member Lise Croteau for lack of diversity on the board. Vote FOR the other proposed nominee.</i>			
1.2	Elect Director Lise Croteau	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee member Lise Croteau for lack of diversity on the board. Vote FOR the other proposed nominee.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this item because only 4.03 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			
4	SP 1: Approve Incentive Compensation Relating to ESG Goals	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The proponent is asking the company to consider linking a portion of all employee compensation to the performance of the organization on its ESG goals. The company argues that it has made contributions to a range of ESG related initiatives over decades, and it is not feasible or appropriate to linking incentive compensation of all employees to ESG goals at this time. In addition, the HRCG committee will conduct a review for executive compensation to consider including ESG criteria in their compensation in the future. In its annual CSR Report, the company has disclosed its ESG related goals and progress made towards them. In addition, the company has a clear oversight structure for ESG governance. While tying a portion of all employees compensation to ESG goals may further enhance the company's focus on ESG goals, the employee interests appear to be sufficiently aligned with company performance by evaluating individual performance objectives against their roles. In addition, some employees may have limited influence over ESG metrics and performance due to the nature of their specific roles and responsibilities, making it difficult to link and track compensation with ESG metrics for all employees. In light of the above, the proponent's request appears to be overly prescriptive.</i>			
5	SP 2: Hold Annual Meetings of the Company in Person with Virtual Meetings as Complements	SH	Against	For
	<i>Additional Policy Rationale: Vote FOR this shareholder proposal. The board has highlighted in its response that the benefits of virtual meetings include increased accessibility of shareholders situated globally as well as carbon footprint and cost reduction. While many investors recognize the potential benefits of enabling participation at shareholder meetings via electronic means as a potential enhancement to shareholder rights, they also raise concerns about moves to eliminate physical shareholder meetings, arguing that virtual-only meetings may hinder meaningful exchanges between management and shareholders, enable management to avoid uncomfortable questions, increase the likelihood of marginalizing certain shareholders, and contribute to an erosion of shareholder rights. In addition, compelling investor feedback indicates that a significant majority of shareholders want to retain the ability to attend shareholder meetings in person, even if in a given year they elect to participate only virtually. While shareholders agree with the purported benefits of virtual meetings as highlighted by the board, they believe those benefits should be combined with the option to participate in person, as such "hybrid" meetings would mitigate corporate governance concerns related to virtual-only meetings, while also maximizing attendance and participation. In light of the fact that the COVID-19 public health emergency was declared to have ended in May 2023, the company has not provided compelling reasons for continuing to hold virtual-only shareholder meetings. In the absence of any other extenuating circumstances preventing the company from holding an in-person meeting, a vote FOR the proponent's request is warranted at this time.</i>			
6	SP 4: Advisory Vote on Environmental Policies	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Additional information on the company's plan to reduce its GHG emissions would allow investors to better understand how the company is managing its climate change related risks and it would allow shareholders to express their opinions on the climate risk management practices of the company.</i>			

Quest Diagnostics Incorporated

Meeting Date: 05/16/2024

Country: USA

Ticker: DGX

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 74834L100

Primary ISIN: US74834L1008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director James E. Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.2	Elect Director Luis A. Diaz, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.3	Elect Director Tracey C. Doi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.4	Elect Director Vicky B. Gregg	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.5	Elect Director Wright L. Lassiter, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.6	Elect Director Timothy L. Main	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.7	Elect Director Denise M. Morrison	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.8	Elect Director Gary M. Pfeiffer	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1.9	Elect Director Timothy M. Ring	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Timothy Ring, Vicky Gregg, Timothy (Tim) Main, Denise Morrison and Gary Pfeiffer is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * Excessive differentials between CEO pay and the pay of other named executive officers at the firm.</i>			

Quest Diagnostics Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 9.04 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by the DGCL is considered to reasonably balance shareholders' interest in officer accountability with their interest in the company's ability to attract and retain qualified executives.</i>			
5	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as many companies have set or committed to science-based targets and this proposal may help the company prepare for climate-disclosure regulations. Additionally, setting short-, medium-, and long-term science-based GHG targets would benefit shareholders by providing important information on the company's plans to transition to a low carbon economy.</i>			

Recruit Holdings Co., Ltd.

Meeting Date: 06/20/2024

Country: Japan

Ticker: 6098

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J6433A101

Primary ISIN: JP3970300004

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Minegishi, Masumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Idekoba, Hisayuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Senaha, Ayano	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Rony Kahan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Izumiya, Naoki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Totoki, Hiroki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Honda, Keiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Recruit Holdings Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.8	Elect Director Katrina Lake	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.1	Appoint Statutory Auditor Nagashima, Yukiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Appoint Statutory Auditor Ogawa, Yoichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Appoint Statutory Auditor Natori, Katsuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Appoint Alternate Statutory Auditor Tanaka, Miho	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Approve Compensation Ceiling for Statutory Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The size of the proposed ceiling cannot be regarded as high.</i>			

Regions Financial Corporation

Meeting Date: 04/17/2024

Country: USA

Ticker: RF

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 7591EP100

Primary ISIN: US7591EP1005

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Mark A. Crosswhite	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Noopur Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Zhanna Golodryga	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Regions Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1d	Elect Director J. Thomas Hill	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Joia M. Johnson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Ruth Ann Marshall	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director James T. Prokopanko	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Alison S. Rand	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director William C. Rhodes, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Lee J. Styslinger, III	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Jose S. Suquet	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director John M. Turner, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Timothy Vines	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Ruth Ann Marshall, Mark Crosswhite, Joia Johnson, James (Jim) Prokopanko, and Lee Styslinger III 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 9.58 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 were reasonably aligned for the year in review.</i>			

Regions Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
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	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	SH	Against	Against
<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.</i>				

Repligen Corporation

Meeting Date: 05/16/2024

Country: USA

Ticker: RGEN

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 759916109

Primary ISIN: US7599161095

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Tony J. Hunt	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1b	Elect Director Karen A. Dawes	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1c	Elect Director Nicolas M. Barthelemy	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1d	Elect Director Carrie Eglinton Manner	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1e	Elect Director Konstantin Konstantinov	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1f	Elect Director Martin D. Madaus	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				
1g	Elect Director Rohin Mhatre	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>				

Repligen Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Glenn P. Muir	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1i	Elect Director Margaret A. Pax	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Karen Dawes, Nicolas Barthelemy, Konstantin Konstantinov and Martin Madaus is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 25.86 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</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>			

Restaurant Brands International Inc.

Meeting Date: 06/06/2024

Country: Canada

Ticker: QSR

Record Date: 04/12/2024

Meeting Type: Annual

Primary Security ID: 76131D103

Primary ISIN: CA76131D1033

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Alexandre Behring	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.2	Elect Director Maximilien de Limburg Stirum	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.3	Elect Director J. Patrick Doyle	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.4	Elect Director Cristina Farjallat	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.5	Elect Director Jordana Fribourg	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.6	Elect Director Ali G. Hedayat	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Restaurant Brands International Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.7	Elect Director Marc Lemann	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.8	Elect Director Jason Melbourne	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Daniel S. Schwartz	Mgmt	For	For
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Thecla Sweeney	Mgmt	For	Against
	<i>Additional Policy Rationale: Votes AGAINST incumbent nominating committee members Ali Hedayat, Alexandre Behring and Thecla Sweeney are 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: Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>			
3	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 3.79 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Allow Shareholder Meetings to be Held in Virtual Format *Withdrawn Resolution*	SH		
	<i>Additional Policy Rationale: A vote recommendation of NONE is being issued as this proposal has been withdrawn by the proponent.</i>			
5	Report on Board Oversight of Diversity	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as shareholders would benefit from greater disclosure on how the company evaluates its efforts to increase the diversity of its senior leadership.</i>			
6	Report on Supply Chain Water Risk Exposure	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from increased disclosures about how the company is measuring and working to mitigate water related risks.</i>			
7	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as there are industry trends towards phasing out usage of antimicrobials in animal-related food production based on evidence that their routine use in food production contributes to the global problem of antibiotic resistance. Additionally, lack of compliance with WHO guidelines could potentially expose the company to both reputational and regulatory risks.</i>			
8	Disclose Any Annual Benchmarks for Animal Welfare Goals	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on any annual benchmarks measuring animal welfare would allow shareholders to better be able to assess the effectiveness of the company's animal welfare efforts and management of related risks.</i>			
9	Report on PMSG use in Pork *Withdrawn Resolution*	SH		
	<i>Additional Policy Rationale: A vote recommendation of NONE is being issued as this proposal has been withdrawn by the proponent.</i>			

Restaurant Brands International Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
10	Report on Efforts to Reduce Plastic Use	SH	Against	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as investors would benefit from information concerning the company's efforts to reduce its plastic use by shifting away from single-use packaging.</i>				
11	Require Independent Board Chairman	SH	Against	For
<i>Additional Policy Rationale: Support FOR this proposal is warranted, given the importance of having an independent chairman of the board. Furthermore, in light of the concerns regarding the robustness of the lead independent director's role, and the appearance that non-independent directors could be part of the selection process for the lead director. In addition, an independent chair policy could simplify the current board leadership structure to promote more effective independent oversight and streamline responsibilities.</i>				

Revvity, Inc.

Meeting Date: 04/23/2024

Country: USA

Ticker: RVTY

Record Date: 02/26/2024

Meeting Type: Annual

Primary Security ID: 714046109

Primary ISIN: US7140461093

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Peter Barrett	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director Samuel R. Chapin	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Michael A. Klobuchar	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Michelle McMurry-Heath	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Alexis P. Michas	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director Prahlad R. Singh	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Sophie V. Vandebroek	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

Revvity, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Michel Vounatsos	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Frank Witney	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Pascale Witz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Peter Barrett, Michel Vounatsos, and Franklin (Frank) Witney is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 42.89 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; and * Excessive differentials between CEO pay and the pay of other named executive officers at the firm.</i>			
4	Adopt Simple Majority Vote	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.</i>			

SBA Communications Corporation

Meeting Date: 05/23/2024

Country: USA

Ticker: SBAC

Record Date: 03/22/2024

Meeting Type: Annual

Primary Security ID: 78410G104

Primary ISIN: US78410G1040

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Brendan T. Cavanagh	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Chan, Jay Johnson and George Krouse Jr. is warranted for lack of diversity on the board. A vote FOR Brendan Cavanagh is warranted.</i>			
1.2	Elect Director Mary S. Chan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Chan, Jay Johnson and George Krouse Jr. is warranted for lack of diversity on the board. A vote FOR Brendan Cavanagh is warranted.</i>			
1.3	Elect Director Jay L. Johnson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Chan, Jay Johnson and George Krouse Jr. is warranted for lack of diversity on the board. A vote FOR Brendan Cavanagh is warranted.</i>			
1.4	Elect Director George R. Krouse, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Chan, Jay Johnson and George Krouse Jr. is warranted for lack of diversity on the board. A vote FOR Brendan Cavanagh is warranted.</i>			

SBA Communications Corporation

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 none 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 for the year in review. Although the TSR PRSU metric merely targets median performance with no disclosed cap on payouts in the event of negative absolute TSR, the CEO's long-term incentives are chiefly performance conditioned, with performance measured over a multi-year period. Moreover, annual incentives are primarily linked to pre-set financial metrics and, in 2024, the committee reduced the proportion of the STIP that is based on non-financial metrics.</i>			

SBI Holdings, Inc.

Meeting Date: 06/27/2024

Country: Japan

Ticker: 8473

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J6991H100

Primary ISIN: JP3436120004

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Kitao, Yoshitaka	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * As the top executive of SBI Holdings who has been on the board for 24 years, Kitao should ultimately be considered accountable for the holding company's failure to appropriately supervise its subsidiaries, as manifested in the cases of SBI Securities and now-defunct SBI Social Lending.</i>			
1.2	Elect Director Takamura, Masato	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * As the president of SBI Securities, Takamura should be considered accountable for SBI Securities' misconduct over share price manipulation.</i>			
1.3	Elect Director Asakura, Tomoya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Morita, Shumpei	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Kusakabe, Satoe	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Yamada, Masayuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Matsui, Shinji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.8	Elect Director Shiino, Motoaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

SBI Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.9	Elect Director Sato, Teruhide	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.10	Elect Director Takenaka, Heizo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.11	Elect Director Suzuki, Yasuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.12	Elect Director Ito, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.13	Elect Director Takeuchi, Kanae	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.14	Elect Director Fukuda, Junichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.15	Elect Director Suematsu, Hiroyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2	Appoint Alternate Statutory Auditor Wakatsuki, Tetsutaro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

SEI Investments Company

Meeting Date: 05/29/2024 **Country:** USA **Ticker:** SEIC
Record Date: 03/22/2024 **Meeting Type:** Annual
Primary Security ID: 784117103 **Primary ISIN:** US7841171033

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Carl A. Guarino	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Carl Guarino and Carmen Romeo is warranted for lack of diversity on the board. A vote FOR remaining nominee Stephanie Miller is warranted.</i>			
1b	Elect Director Stephanie D. Miller	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Carl Guarino and Carmen Romeo is warranted for lack of diversity on the board. A vote FOR remaining nominee Stephanie Miller is warranted.</i>			
1c	Elect Director Carmen V. Romeo	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Carl Guarino and Carmen Romeo is warranted for lack of diversity on the board. A vote FOR remaining nominee Stephanie Miller is warranted.</i>			

SEI Investments Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. The company made a significant severance payment to the CEO following his separation, which does not appear to be a qualifying termination. This is considered a problematic pay practice.</i>			
3	Approve 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>			
4	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.98 percent of the fees paid to the auditor are for non-audit purposes.</i>			

Shionogi & Co., Ltd.

Meeting Date: 06/20/2024 **Country:** Japan **Ticker:** 4507
Record Date: 03/31/2024 **Meeting Type:** Annual
Primary Security ID: J74229105 **Primary ISIN:** JP3347200002

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 85	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Teshirogi, Isao	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Sawada, Takuko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Ando, Keiichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.4	Elect Director Ozaki, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Takatsuki, Fumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Fujiwara, Takaoki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Shionogi & Co., Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3.1	Appoint Statutory Auditor Okuhara, Shuichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Appoint Statutory Auditor Kishida, Noriyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Shizuoka Financial Group, Inc.

Meeting Date: 06/14/2024 **Country:** Japan **Ticker:** 5831
Record Date: 03/31/2024 **Meeting Type:** Annual
Primary Security ID: J74446105 **Primary ISIN:** JP3351500008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 22	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Nakanishi, Katsunori	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's unfavorable ROE performance. * Top management is responsible for the company's capital misallocation.</i>			
2.2	Elect Director Shibata, Hisashi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's unfavorable ROE performance. * Top management is responsible for the company's capital misallocation.</i>			
2.3	Elect Director Yagi, Minoru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Fukushima, Yutaka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Fujisawa, Kumi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Inano, Kazutoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>			
3.1	Elect Director and Audit Committee Member Kiyokawa, Koichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Shizuoka Financial Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3.2	Elect Director and Audit Committee Member Ito, Motoshige	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director and Audit Committee Member Tsubochi, Kazuto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director and Audit Committee Member Ushio, Naomi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Smith & Nephew plc

Meeting Date: 05/01/2024	Country: United Kingdom	Ticker: SN
Record Date: 04/29/2024	Meeting Type: Annual	
Primary Security ID: G82343164		Primary ISIN: GB0009223206

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 considered warranted as no significant concerns have been identified.</i>			
2	Approve Remuneration Policy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is considered warranted: * The Company is increasing the PSP opportunity in addition to introducing new RSP awards, in order to offer significantly increased pay packages to US-based Executives. The proposed changes to remuneration represent a significant deviation from UK good 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>			
3	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is considered warranted as no significant concerns have been identified.</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	Elect Jeremy Maiden as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
6	Elect Simon Lowth as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
7	Elect John Rogers as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
8	Re-elect Rupert Soames as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
9	Re-elect Jo Hallas as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
10	Re-elect John Ma as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
11	Re-elect Katarzyna Mazur-Hofsaess as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
12	Re-elect Deepak Nath as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
13	Re-elect Marc Owen as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
14	Re-elect Angie Risley as Director	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
15	Re-elect Bob White as Director	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nomination committee members Rupert Soames, Marc Owen and Angela (Angie) Risley is warranted for lack of diversity on the board. A vote FOR the remaining nominees is warranted.</i>			
16	Appoint Deloitte LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
17	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
18	Authorise Issue of Equity	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is considered warranted because the proposed amounts and durations are within recommended limits.</i>			
19	Approve Restricted Share Plan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is considered warranted: * The Company is increasing the PSP opportunity in addition to introducing new RSP awards, in order to offer significantly increased pay packages to US-based Executives. The proposed changes to remuneration represent a significant deviation from UK good 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>			
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these resolutions is considered warranted because the proposed amounts and durations are within recommended limits.</i>			

Smith & Nephew plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
21	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 considered warranted because the proposed amounts and durations are within recommended limits.</i>				
22	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>				
23	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>				

Snap-on Incorporated

Meeting Date: 04/25/2024 **Country:** USA **Ticker:** SNA
Record Date: 02/26/2024 **Meeting Type:** Annual
Primary Security ID: 833034101 **Primary ISIN:** US8330341012

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director David C. Adams	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.2	Elect Director Karen L. Daniel	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.3	Elect Director Ruth Ann M. Gillis	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.4	Elect Director James P. Holden	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.5	Elect Director Nathan J. Jones	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.6	Elect Director Henry W. Knueppel	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1.7	Elect Director W. Dudley Lehman	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

Snap-on Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.8	Elect Director Nicholas T. Pinchuk	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.9	Elect Director Gregg M. Sherrill	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1.10	Elect Director Donald J. Stebbins	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members James Holden, David Adams, and Henry Knueppel is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 28.01 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</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 appears reasonably aligned. While concern is noted regarding the potential scope for discretion in the annual incentive, bonuses are otherwise based on pre-set financial metrics. Additionally, the long-term incentive is primarily performance-based, with a multi-year performance period.</i>			

Sony Group Corp.

Meeting Date: 06/25/2024 **Country:** Japan **Ticker:** 6758
Record Date: 03/31/2024 **Meeting Type:** Annual
Primary Security ID: J76379106 **Primary ISIN:** JP3435000009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Yoshida, Kenichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Totoki, Hiroki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Hatanaka, Yoshihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Wendy Becker	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Akiyama, Sakie	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Sony Group Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.6	Elect Director Kishigami, Keiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Joseph A. Kraft Jr	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.8	Elect Director Neil Hunt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.9	Elect Director William Morrow	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.10	Elect Director Konomoto, Shingo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Stanley Black & Decker, Inc.

Meeting Date: 04/26/2024

Country: USA

Ticker: SWK

Record Date: 02/26/2024

Meeting Type: Annual

Primary Security ID: 854502101

Primary ISIN: US8545021011

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Donald Allan, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Andrea J. Ayers	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Susan K. Carter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Debra A. Crew	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Michael D. Hankin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Robert J. Manning	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Adrian V. Mitchell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Stanley Black & Decker, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Jane M. Palmieri	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Mojdeh Poul	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Irving Tan *Withdrawn Resolution*	Mgmt		
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Although TSR targets median performance and one metric in the LTI is measured annually, half of the CEO's equity awards are targeted to be performance-conditioned. In addition, the STI plan was entirely based on pre-set financial measures.</i>			
3	Approve 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>			
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 27.50 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i>			

Stantec Inc.

Meeting Date: 05/09/2024 **Country:** Canada **Ticker:** STN
Record Date: 03/15/2024 **Meeting Type:** Annual
Primary Security ID: 85472N109 **Primary ISIN:** CA85472N1096

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Douglas K. Ammerman	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.2	Elect Director Martin A. a Porta	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.3	Elect Director Shelley A. M. Brown	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.4	Elect Director Angeline G. Chen	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.5	Elect Director Patricia D. Galloway	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.6	Elect Director Gordon (Gord) A. Johnston	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			

Stantec Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.7	Elect Director Donald (Don) J. Lowry	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.8	Elect Director Marie-Lucie Morin	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.9	Elect Director Celina J. Wang Doka	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.80 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			

Sumitomo Metal Mining Co. Ltd.

Meeting Date: 06/26/2024

Country: Japan

Ticker: 5713

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J77712180

Primary ISIN: JP3402600005

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 63	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Nozaki, Akira	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Matsumoto, Nobuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Takebayashi, Masaru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Yoshida, Hiroshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Okamoto, Hideyuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Sumitomo Metal Mining Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.6	Elect Director Ishii, Taeko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Kinoshita, Manabu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Takeuchi, Koji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Appoint Statutory Auditor Ieda, Tsuguya	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this nominee is warranted because: * The outside statutory auditor nominee's affiliation with the company could compromise independence.</i>			
4	Appoint Alternate Statutory Auditor Mishina, Kazuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
5	Approve Annual Bonus	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposal is warranted because: * The total proposed amount of the bonuses is not excessively high.</i>			

Sun Life Financial Inc.

Meeting Date: 05/09/2024

Country: Canada

Ticker: SLF

Record Date: 03/15/2024

Meeting Type: Annual

Primary ISIN: CA8667961053

Primary Security ID: 866796105

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Deepak Chopra	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.2	Elect Director Stephanie L. Coyles	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.3	Elect Director Ashok K. Gupta	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.4	Elect Director M. Marianne Harris	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.5	Elect Director David H. Y. Ho	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.6	Elect Director Laurie G. Hylton	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			

Sun Life Financial Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.7	Elect Director Helen M. Malloy Hicks	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.8	Elect Director Marie-Lucie Morin	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.9	Elect Director Joseph M. Natale	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.10	Elect Director Scott F. Powers	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
1.11	Elect Director Kevin D. Strain	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>			
2	Ratify Deloitte LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.47 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			

Sysmex Corp.

Meeting Date: 06/21/2024

Country: Japan

Ticker: 6869

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J7864H102

Primary ISIN: JP3351100007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 42	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Ietsugu, Hisashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Asano, Kaoru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Tachibana, Kenji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Matsui, Iwane	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Sysmex Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.5	Elect Director Yoshida, Tomokazu	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Ono, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Ota, Kazuo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Inoue, Haruo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Fujioka, Yuka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Elect Director and Audit Committee Member Aramaki, Tomo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director and Audit Committee Member Hashimoto, Kazumasa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director and Audit Committee Member Iwasa, Michihide	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Target Corporation

Meeting Date: 06/12/2024

Country: USA

Ticker: TGT

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: 87612E106

Primary ISIN: US87612E1064

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director David P. Abney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Douglas M. Baker, Jr.	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Target Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director George S. Barrett	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Gail K. Boudreaux	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Brian C. Cornell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Robert L. Edwards	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Donald R. Knauss	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Christine A. Leahy	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Monica C. Lozano	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Grace Puma	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Derica W. Rice	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Dmitri L. Stockton	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Monica Lozano, Douglas Baker Jr., George Barrett, Christine Leahy and Dmitri Stockton 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 5.13 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 at this time, and over a majority of the CEO's incentive compensation is performance-contingent.</i>			

Target Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>			
5	Report on Animal Pain Management	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted. Additional disclosure on how the company is taking animal welfare, specifically animal pain management, into account in its supply chain would allow shareholders to better assess the effectiveness of the company's animal welfare efforts and management of related risks.</i>			
6	Establish a Company Compensation Policy of Paying a Living Wage	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. While the company has recently implemented a minimum wage policy and employee development initiatives and has been disclosing pay equity data, officially establishing these policies would benefit shareholders to maintain oversight on human capital management issues.</i>			
7	Report on Congruency of Political Spending with Company Stated Values	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as a report on the congruence of the company's political expenditures with its stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political spending.</i>			
8	Report on Charitable Contributions	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its corporate contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>			

Terumo Corp.

Meeting Date: 06/26/2024

Country: Japan

Ticker: 4543

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J83173104

Primary ISIN: JP3546800008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 22	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Takagi, Toshiaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Samejima, Hikaru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Osada, Toshihiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Hirose, Kazunori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Terumo Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.5	Elect Director Kunimoto, Norimasa	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Nishi, Hidenori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Ozawa, Keiya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>			
2.8	Elect Director Kogiso, Mari	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Elect Alternate Director and Audit Committee Member Sakaguchi, Koichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Alternate Director and Audit Committee Member Kosugi, Hiroaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Tesla, Inc.

Meeting Date: 06/13/2024 **Country:** USA **Ticker:** TSLA
Record Date: 04/15/2024 **Meeting Type:** Annual
Primary Security ID: 88160R101 **Primary ISIN:** US88160R1014

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director James Murdoch	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST audit committee member James Murdoch is warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives. A vote AGAINST incumbent nominating committee member James Murdoch is further warranted for lack of diversity on the board. A vote AGAINST non-independent nominee Kimbal Musk is warranted given the significant concerns the board may suffer from conflicts of interest in scrutinizing individual and corporate performance with executive compensation. Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST James Murdoch and Kimbal Musk are further warranted for the following reasons: * Given that board chair, Robyn Denholm, who shoulders the greatest responsibility amongst the board members for failing to effectively supervise the management of risks to the company and its shareholders, is not up for election at this year's annual meeting, all board members should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i>			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1b	Elect Director Kimbal Musk	Mgmt	For	Against
	<p><i>Additional Policy Rationale: A vote AGAINST audit committee member James Murdoch is warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives. A vote AGAINST incumbent nominating committee member James Murdoch is further warranted for lack of diversity on the board. A vote AGAINST non-independent nominee Kimbal Musk is warranted given the significant concerns the board may suffer from conflicts of interest in scrutinizing individual and corporate performance with executive compensation. Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST James Murdoch and Kimbal Musk are further warranted for the following reasons: * Given that board chair, Robyn Denholm, who shoulders the greatest responsibility amongst the board members for failing to effectively supervise the management of risks to the company and its shareholders, is not up for election at this year's annual meeting, all board members should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i></p>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<p><i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. While most NEOs received modest or no compensation for FY23, one executive was granted an outsized, time-based stock option award upon his promotion, the magnitude and design for which are not adequately explained. The grant does not require the achievement of pre-set performance criteria in order to vest and the value is considered to be excessive.</i></p>			
3	Change State of Incorporation from Delaware to Texas	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, with caution. The process undertaken by the board to reach a decision to reincorporate does leave something to be desired, and there is some acknowledged risk given that Texas business courts are new and have no robust body of legal case law precedents or track record. However, while the board could have provided for a more definitive improvement to the rights of shareholders in conjunction with the proposed reincorporation, it is overall not readily apparent that the rights of shareholders would be materially harmed as a result of the proposed reincorporation.</i></p>			
4	Ratify Performance Based Stock Options to Elon Musk	Mgmt	For	Against
	<p><i>Additional Policy Rationale: A vote AGAINST this proposal is considered warranted. In re-ratifying the 2018 performance option grant, shareholders have been given a unique opportunity to opine on a granted pay package for a second time, with the full benefit of hindsight in determining if the award was closely aligned with shareholders' interests and if it accomplished the goals the board set out to achieve. Some investors may find the board's argument compelling, that it would be unfair for CEO Musk not to receive the full award, which was previously approved by shareholders, and after achieving the high performance hurdles. However, the concerns raised, both back in 2018 and in the interim, have not been sufficiently mitigated, particularly given that the board has effectively only offered shareholders an "all or nothing" option in this vote. Although the structure of the grant's performance hurdles arguably contributed to, as well as reflect, the company's significant financial growth during the performance period, the total award value remains excessive, even given the company's success. In addition, the grant, in many ways, failed to achieve the board's other original objectives of focusing CEO Musk on the interests of Tesla shareholders, as opposed to other business endeavors, and aligning his financial interests more closely with those of Tesla stockholders. Lastly, there are go-forward concerns that remain unaddressed, including a lack of clarity on the board's plan for Musk's future compensation program and the potential for significant economic dilution.</i></p>			
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<p><i>Additional Policy Rationale: A vote FOR this item is warranted because only 14.06 percent of the fees paid to the auditor are for non-audit purposes.</i></p>			
6	Declassify the Board of Directors	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted given that the declassification would enhance board accountability.</i></p>			
7	Adopt Simple Majority Vote	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.</i></p>			
8	Report on Harassment and Discrimination Prevention Efforts	SH	Against	For
	<p><i>Additional Policy Rationale: A vote FOR this resolution is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and increased transparency would help shareholders assess how the company is managing associated risks.</i></p>			

Tesla, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
9	Adopt a Non-Interference Policy Respecting Freedom of Association	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. In light of the numerous controversies around the topic, and the high profile and increasingly contentious nature of the issue, additional clarity regarding the company's freedom of association policies would better position shareholders to evaluate the company's position.</i>			
10	Report on Effects and Risks Associated with Electromagnetic Radiation and Wireless Technologies	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company appears to comply with applicable laws; and * This issue may be better addressed through the regulatory process.</i>			
11	Assess Feasibility of Including Sustainability as a Performance Measure for Senior Executive Compensation	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Incorporating sustainability performance measures as a broader component of executive compensation would serve to further incentivize executives to ensure that company performance on sustainability considerations, alongside financial factors, is appropriately aligned with management's interests, the firm's stated commitments to social responsibility, and long-term corporate strategy.</i>			
12	Commit to a Moratorium on Sourcing Minerals from Deep Sea Mining	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as signing a moratorium on deep sea mining would further strengthen the company's commitment to responsible material sourcing.</i>			

The Allstate Corporation

Meeting Date: 05/14/2024

Country: USA

Ticker: ALL

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 020002101

Primary ISIN: US0200021014

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Donald E. Brown	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Kermit R. Crawford	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Richard T. Hume	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Margaret M. Keane	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

The Allstate Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Siddharth N. (Bobby) Mehta	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Maria Morris	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Jacques P. Perold	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Andrea Redmond	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Gregg M. Sherrill	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Judith A. Sprieser	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Perry M. Traquina	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Monica Turner	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Thomas J. Wilson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gregg Sherrill, Donald Brown, Margaret Keane, Andrea Redmond, and Monica Turner 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; and * High CEO pay relative to company performance compared to the company's peers.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 2.12 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>			

The Bank of New York Mellon Corporation

Meeting Date: 04/09/2024

Country: USA

Ticker: BK

Record Date: 02/14/2024

Meeting Type: Annual

Primary Security ID: 064058100

Primary ISIN: US0640581007

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Linda Z. Cook	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Joseph J. Echevarria	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director M. Amy Gilliland	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director Jeffrey A. Goldstein	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director K. Guru Gowrappan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Ralph Izzo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Sandra E. "Sandie" O'Connor	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Elizabeth E. Robinson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Rakefet Russak-Aminoach	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Robin A. Vince	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1k	Elect Director Alfred W. "Al" Zollar	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the 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, with caution. The updated incentive determination structure provides less transparency and raises greater concerns over the impact of discretion. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 6.00 percent of the fees paid to the auditor are for non-audit purposes.</i>			

The Bank of New York Mellon Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Report on Lobbying Payments and Policy	SH	Against	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i></p>				
5	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	SH	Against	Against
<p><i>Additional Policy Rationale: A vote AGAINST this proposal is warranted as the company provides adequate disclosures related to its commitment to not discriminate against patrons.</i></p>				

The GPT Group

Meeting Date: 05/08/2024

Country: Australia

Ticker: GPT

Record Date: 05/06/2024

Meeting Type: Annual

Primary Security ID: Q4252X155

Primary ISIN: AU000000GPT8

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Resolutions of the GPT Management Holdings Limited (the Company)	Mgmt		
1	Elect Vickki McFadden as Director	Mgmt	For	Against
<p><i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee member Vickki McFadden for lack of diversity on the board. Vote FOR new director nominee Louise Mason.</i></p>				
2	Elect Louise Mason as Director	Mgmt	For	For
<p><i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee member Vickki McFadden for lack of diversity on the board. Vote FOR new director nominee Louise Mason.</i></p>				
3	Approve Remuneration Report	Mgmt	For	For
<p><i>Additional Policy Rationale: A qualified vote FOR the remuneration report is warranted. There were no changes to fixed remuneration for the CEO, the structure of the STI and LTI remained broadly unchanged from the prior year, and STI bonuses were lower, reflecting a decline in financial performance in FY23. Partial LTI vesting was in-line with the well disclosed targets and hurdles. A qualification is raised to highlight the following: * Material concerns regarding double counting of performance measures in the STI and LTI, which will reward executives twice for achievement of the same performance, given the addition of an Adjusted FFO measure in the FY24 LTI (see Item 4 below). * Significant sign-on bonuses will be granted to the incoming CEO. In mitigating, these were disclosed to compensate for incentives foregone at his previous employer and were verified by the company. * The emphasis on STI non-financial measures is overly high (50 percent), these may be regarded as a core component 'day job' responsibilities of executives (e.g., 'Positive feedback from customers' and 'Build an inclusive culture'). * Lack of disclosure of specific and quantifiable threshold and stretch hurdles in the STI scorecard. * Some shareholders may regard the Relative TSR comparator group (ASX200 AREIT Accumulation Index, excluding Goodman Group) as overly narrow, and may result in excessive vesting.</i></p>				
	Resolutions of the GPT Management Holdings Limited (the Company) and the General Property Trust (the Trust)	Mgmt		

The GPT Group

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
4	Approve Grant of Performance Rights to Russell Proutt	Mgmt	For	For
	<i>Additional Policy Rationale: A qualified vote FOR the grant of FY24 LTI performance rights to the CEO Russell Proutt is warranted. Adjusted FFO and Relative TSR performance measures are aligned with financial performance and shareholder return objectives. A qualification is raised in regard to concerns for the inclusion of the Adjusted FFO Growth performance measure for a 50 percent weighting in the LTI. The adjustments are for lease incentives and maintenance CAPEX, which may act to increase occupancy. That said, it may concern some shareholders that FFO is included in the STI scorecard also for a 50 percent weighting. The inclusion of FFO in the STI and LTI may lead to double-counting and offer a bonus twice for essentially the same performance.</i>			
5	Approve Proportional Takeover Provisions	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted on the basis that the passing of this resolution will ensure that shareholders will have an ability to vote to accept or reject a proportional takeover bid. This is superior to any potential disadvantages that may arise from such a constitutional inclusion.</i>			

The Hartford Financial Services Group, Inc.

Meeting Date: 05/15/2024 **Country:** USA **Ticker:** HIG
Record Date: 03/18/2024 **Meeting Type:** Annual
Primary Security ID: 416515104 **Primary ISIN:** US4165151048

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Larry D. De Shon	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Carlos Dominguez	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Trevor Fetter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Donna A. James	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Edmund Reese	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Teresa Wynn Roseborough	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

The Hartford Financial Services Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1g	Elect Director Virginia P. Ruesterholz	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Christopher J. Swift	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Matthew E. Winter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Greig Woodring	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Larry De Shon, Carlos Dominguez, Donna James, Teresa Roseborough and Virginia Ruesterholz is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify Deloitte & Touche 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; and * Excessive differentials between CEO pay and the pay of other named executive officers at the firm.</i>			
4	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonable balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			

The Home Depot, Inc.

Meeting Date: 05/16/2024

Country: USA

Ticker: HD

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 437076102

Primary ISIN: US4370761029

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Gerard J. Arpey	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			

The Home Depot, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1b	Elect Director Ari Bousbib	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Jeffery H. Boyd	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Gregory D. Brenneman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director J. Frank Brown	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Edward P. Decker	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Wayne M. Hewett	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Manuel Kadre	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Stephanie C. Linnartz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Paula Santilli	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Caryn Seidman-Becker	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Gerard Arpey, Jeffery Boyd, Paula Santilli and Caryn Seidman-Becker is warranted for lack of diversity on the board. A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Jeffery Boyd, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.</i>			

The Home Depot, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
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. The short-term incentive is entirely based on pre-set financial metrics and the long-term incentive is primarily performance-based, and half of equity grants use a multi-year performance period.</i>			
4	Adopt Policy to Require Board of Directors Members to Disclose their Political Donations	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. The personal donation decision made by director nominees are not relevant to their responsibility to exercise their fiduciary duty to the company, and the company discloses sufficient policies, procedures, and oversight to avoid directors making contributions on behalf of the company without approval.</i>			
5	Report on Political Spending Congruency	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as a report on the congruence of the company's political expenditures with its stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political spending</i>			
6	Report on Corporate Contributions	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its corporate contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>			
7	Report on Civil Rights and Non-Discrimination Audit	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.</i>			
8	Disclose a Biodiversity Impact and Dependency Assessment	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as further disclosures would help shareholders assess how the company is managing related risks associated with biodiversity loss as well as adequately track progress on these issues.</i>			
9	Clawback of Incentive Payments	SH	Against	For
	<i>Additional Policy 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 all recoupments. Such disclosure would benefit shareholders.</i>			

The Interpublic Group of Companies, Inc.

Meeting Date: 05/23/2024

Country: USA

Ticker: IPG

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: 460690100

Primary ISIN: US4606901001

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Jorge L. Benitez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

The Interpublic Group of Companies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.2	Elect Director Jocelyn Carter-Miller	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.3	Elect Director Mary J. Steele Guilfoile	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.4	Elect Director Dawn Hudson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.5	Elect Director Philippe Krakowsky	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.6	Elect Director Jonathan F. Miller	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.7	Elect Director Patrick Q. Moore	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.8	Elect Director Linda S. Sanford	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.9	Elect Director David M. Thomas	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.10	Elect Director E. Lee Wyatt, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 5.67 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. Despite concerns regarding the disclosure of STI and LTI goals, the short-term incentive is primarily based on pre-set financial metrics, and the long-term incentive is majority performance based.</i>			
4	Require Independent Board Chair	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>			

The Sherwin-Williams Company

Meeting Date: 04/17/2024

Country: USA

Ticker: SHW

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 824348106

Primary ISIN: US8243481061

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Kerrii B. Anderson	Mgmt	For	Against

The Sherwin-Williams Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Arthur F. Anton	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Jeff M. Fettig	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director John G. Morikis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Heidi G. Petz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Christine A. Poon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Aaron M. Powell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Marta R. Stewart	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Michael H. Thaman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Matthew Thornton, III	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Thomas L. Williams	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Jeff Fettig, Kerri Anderson, and Matthew Thornton III 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 the proposal is warranted, as pay is reasonably aligned with performance for the year under review. Concerns are noted regarding STI and LTI goal rigor as well as the granting of one-time RSU awards. Nonetheless, the STI program is entirely based on pre-set financial metrics and the LTI program is primarily performance-based with forward-looking disclosure and multi-year performance periods.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 20.09 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Adopt Simple Majority Vote	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.</i>			

The TJX Companies, Inc.

Meeting Date: 06/04/2024

Country: USA

Ticker: TJX

Record Date: 04/08/2024

Meeting Type: Annual

Primary Security ID: 872540109

Primary ISIN: US8725401090

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jose B. Alvarez	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Alan M. Bennett	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Rosemary T. Berkery	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director David T. Ching	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director C. Kim Goodwin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Ernie Herrman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director Amy B. Lane	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1h	Elect Director Carol Meyrowitz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Jackwyn L. Nemerov	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director Charles F. Wagner, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.44 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. Short-term incentives were entirely conditioned on a financial metric, and long-term incentives were predominantly performance-conditioned with a multi-year performance period. Though forward-looking LTI performance goals were not disclosed, goals were disclosed retroactively.</i>			
4	Report on Effectiveness of Social Compliance Efforts in Supply Chain	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on the effectiveness of the company's social compliance efforts and management of human rights-related risks in its supply chain.</i>			

The Toronto-Dominion Bank

Meeting Date: 04/18/2024

Country: Canada

Ticker: TD

Record Date: 02/20/2024

Meeting Type: Annual/Special

Primary Security ID: 891160509

Primary ISIN: CA8911605092

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Ayman Antoun	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.2	Elect Director Cherie L. Brant	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.3	Elect Director Amy W. Brinkley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.4	Elect Director Brian C. Ferguson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.5	Elect Director Colleen A. Goggins	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.6	Elect Director Alan N. MacGibbon	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.7	Elect Director John B. MacIntyre	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.8	Elect Director Karen E. Maidment	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.9	Elect Director Keith G. Martell	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.10	Elect Director Bharat B. Masrani	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.11	Elect Director Claude Mongeau	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.12	Elect Director S. Jane Rowe	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.13	Elect Director Nancy G. Tower	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.14	Elect Director Ajay K. Virmani	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			
1.15	Elect Director Mary A. Winston	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR all proposed nominees is warranted.</i>			

The Toronto-Dominion Bank

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 2.43 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			
4	Approve Increase in Maximum Aggregate Remuneration of Directors	Mgmt	For	For
	<i>Additional Policy Rationale: VOTE RECOMMENDATION Vote FOR the amendments to By-Law No. 1 regarding aggregate remuneration and minimum number of directors as no significant governance concerns have been identified. Vote Requirement: Two-thirds of votes cast</i>			
5	Approve Other By-law No. 1 Amendments	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR the proposed by-laws as no significant governance concerns have been identified.</i>			
	Shareholder Proposals	Mgmt		
6	SP 1: Disclose the CEO Compensation to Median Worker Pay Ratio on an Annual Basis	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted for the following reasons: * Enhanced disclosures of pay disparities between executives and regular employees could allow for more informed and contextual assessments by shareholder of whether executive compensation practices are reasonable and fair; and * Excessive pay disparities between senior executives and rank-and-file employees could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.</i>			
7	SP 2: Disclose Transition Activities Towards 2030 Emission Reduction Targets	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as added disclosure in relation to the company's 2030 Emissions Reduction and Net-Zero Goals would help ensure stronger alignment between the company's policies and actions. Adoption of the resolution would also provide shareholders with a better understanding of the company's management and oversight of related risks.</i>			
8	SP 3: Introduce Incentive Compensation for All Employees Against ESG Objectives	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The bank has disclosed its ESG framework, goals and progress made towards them in its 2023 Sustainability Report. In addition, the bank has a clear and robust oversight structure for ESG governance. The bank incorporates a number of ESG factors into the key metrics used to determine the variable compensation pool for the senior executive team. While tying a portion of all employees compensation to ESG goals may further enhance the bank's focus on ESG goals, employee interests appear to be sufficiently aligned with company performance by evaluating individual performance objectives against their roles. In addition, some employees may have limited influence over ESG metrics and performance due to the nature of their specific roles and responsibilities, making it difficult to link and track compensation with ESG metrics for all employees. In light of the above, the proponent's request appears to be overly prescriptive. As such, a vote AGAINST this shareholder proposal is warranted at this time.</i>			
9	SP 4: Disclose Non-Confidential Information Relating to the Bank's Country-by-Country Reporting	SH	Against	For
	<i>Additional Policy Rationale: Vote AGAINST this shareholder proposal. The bank has disclosed the settlements of proceedings which may be material to the bank in the financial statements. Additional disclosure of all settlements would increase the bank's risks and cost without apparent benefits to shareholders.</i>			
10	SP 5: Advisory Vote on Environmental Policies	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Additional information on the company's plan to reduce its GHG emissions would allow investors to better understand how the company is managing its climate change related risks and it would allow shareholders to express their opinions on the climate risk management practices of the company.</i>			

The Toronto-Dominion Bank

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
11	SP 6: Report on Impact of Oil and Gas Divestment	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The bank's disclosure is aligned with industry best practices and already meets the proponents request that the bank disclose its exposure to oil and gas divestment. The proponents request that the bank further qualify and quantify the impacts of divestment from the Canadian oil and gas sector on shareholder value and other relevant economic analysis is overly prescriptive and goes beyond industry best practices and existing or upcoming regulatory frameworks.</i>			
12	SP 7: Report on All Out-of-Court Settlements	SH	Against	Against
	<i>Additional Policy Rationale: Vote AGAINST this shareholder proposal. The bank has disclosed the settlements of proceedings which may be material to the bank in the financial statements. Additional disclosure of all settlements would increase the bank's risks and cost without apparent benefits to shareholders.</i>			
13	SP 8: Establish an All Out-of-Court Settlements Committee	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted as the proposal is unduly prescriptive, given the potential limit on the bank's flexibility to determine an appropriate oversight mechanism for itself without assurance of enhanced oversight. In addition, no strong rationale for the proposal has been provided.</i>			
14	SP 9: Provide All Employees the Same Amount of Benefit Credits	SH	Against	Against
	<i>Additional Policy Rationale: Vote AGAINST this shareholder proposal. The proposal appears to be overly prescriptive to dictate the design of the bank's benefits program. The bank's benefits program that permits employees with more than one dependent receiving more benefit credits than employees without dependents appears to comply with all applicable laws and is consistent with the bank's culture to support employees and their families.</i>			

The Trade Desk, Inc.

Meeting Date: 05/28/2024

Country: USA

Ticker: TTD

Record Date: 04/01/2024

Meeting Type: Annual

Primary Security ID: 88339J105

Primary ISIN: US88339J1051

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Samantha Jacobson	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominee Gokul Rajaram for lack of diversity on the board. WITHHOLD votes are warranted for incumbent director nominee Gokul Rajaram 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, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Gokul Rajaram due to an unmitigated pay-for-performance misalignment. A vote FOR new director nominee Samantha Jacobson is warranted.</i>			
1.2	Elect Director Gokul Rajaram	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominee Gokul Rajaram for lack of diversity on the board. WITHHOLD votes are warranted for incumbent director nominee Gokul Rajaram 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, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Gokul Rajaram due to an unmitigated pay-for-performance misalignment. A vote FOR new director nominee Samantha Jacobson is warranted.</i>			
2	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>			

The Trade Desk, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	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>				
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this item is warranted because only 18.37 percent of the fees paid to the auditor are for non-audit purposes.</i>				

The Travelers Companies, Inc.

Meeting Date: 05/15/2024 **Country:** USA **Ticker:** TRV
Record Date: 03/18/2024 **Meeting Type:** Annual
Primary Security ID: 89417E109 **Primary ISIN:** US89417E1091

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Russell G. Golden	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director William J. Kane	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Thomas B. Leonardi	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Clarence Otis, Jr.	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Elizabeth E. Robinson	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director Rafael Santana	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Todd C. Schermerhorn	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>				

The Travelers Companies, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Alan D. Schnitzer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Laurie J. Thomsen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Bridget van Kralingen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director David S. Williams	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Leonardi, Clarence Otis Jr., Elizabeth Robinson and Rafael Santana is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.04 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	Against
	<i>Additional Policy Rationale: A vote AGAINST the proposal is warranted. While the majority of long-term incentives are based on clearly disclosed multi-year goals, significant concerns are noted regarding the discretionary nature of the STI program and the lack of certain key disclosures. While certain financial target goals are disclosed, other key disclosures are lacking, including target opportunities, individual metric weightings, the impact of individual performance on pay outcomes, and quantified threshold and maximum goals. Specific concerns are further raised with respect to high CEO pay relative to company performance compared to the company's peers and high CEO pay in relation to company peer group CEO median pay. The lack of key disclosures impedes a fully-informed assessment of pay outcomes relative to company performance, which is particularly important in years in which a quantitative pay-for-performance misalignment is identified.</i>			
4	Report on Methane Emissions	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as report on the company's methane emissions will permit the company and shareholders alike to appropriately assess risks related to methane emissions.</i>			
5	Report on GHG Emissions Associated with Underwriting and Insuring for High Carbon Sectors	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, because the requested report would help shareholders better evaluate the company's management of climate risks from its underwriting, investment, and insurance activities.</i>			
6	Report on Human Rights Risk in Underwriting	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the requested report would help investors better understand how the company is managing its reputational, financial, legal, and regulatory risks related to human rights risks in its underwriting.</i>			
7	Consider Pay Disparity Between CEO and Other Employees	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and * Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.</i>			

Meeting Date: 06/25/2024

Country: Japan

Ticker: 3626

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J8T622102

Primary ISIN: JP3104890003

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 39	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2.1	Elect Director Kuwano, Toru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.2	Elect Director Okamoto, Yasushi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.3	Elect Director Yanai, Josaku	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Horiguchi, Shinichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Kitaoka, Takayuki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Hikida, Shuzo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Tsuchiya, Fumio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Mizukoshi, Naoko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Sunaga, Junko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Appoint Statutory Auditor Kishimoto, Hideki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Appoint Statutory Auditor Ono, Yukio	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

TIS, Inc. (Japan)

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3.3	Appoint Statutory Auditor Yamakawa, Akiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Appoint Statutory Auditor Kudo, Hiroko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4	Approve Compensation Ceilings for Directors and Statutory Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * The increase in the compensation ceiling for directors is intended to introduce/increase performance-based pay. * The size of the proposed ceilings cannot be regarded as excessively high.</i>			
5	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>			

TMX Group Limited

Meeting Date: 05/03/2024	Country: Canada	Ticker: X
Record Date: 03/06/2024	Meeting Type: Annual/Special	
Primary Security ID: 87262K105		Primary ISIN: CA87262K1057

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.6 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
2a	Elect Director Luc Bertrand	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2b	Elect Director Nicolas Darveau-Garneau	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2c	Elect Director Martine Irman	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2d	Elect Director Moe Kermani	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			

TMX Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2e	Elect Director William Linton	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2f	Elect Director Audrey Mascarenhas	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2g	Elect Director John McKenzie	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2h	Elect Director Monique Mercier	Mgmt	For	Withhold
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2i	Elect Director Claude Tessier	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2j	Elect Director Eric Wetlaufer	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
2k	Elect Director Ava Yaskiel	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Nicolas (Nick) Darveau-Garneau, William (Bill) Linton, Audrey Mascarenhas and Monique Mercier for lack of diversity on the board. Vote FOR other proposed nominees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			

Tokio Marine Holdings, Inc.

Meeting Date: 06/24/2024

Country: Japan

Ticker: 8766

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J86298106

Primary ISIN: JP3910660004

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 62.5	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			

Tokio Marine Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.1	Elect Director Nagano, Tsuyoshi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation. * The nominee, as a top executive, should be considered accountable for the collusion incident over insurance premiums.</i>			
2.2	Elect Director Komiya, Satoru	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation. * The nominee, as a top executive, should be considered accountable for the collusion incident over insurance premiums.</i>			
2.3	Elect Director Okada, Kenji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.4	Elect Director Moriwaki, Yoichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.5	Elect Director Yamamoto, Kichiichiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.6	Elect Director Wada, Kiyoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.7	Elect Director Mitachi, Takashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.8	Elect Director Endo, Nobuhiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.9	Elect Director Katanozaka, Shinya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.10	Elect Director Osono, Emi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.11	Elect Director Shindo, Kosei	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful as voting against this nominee may run the risk of actually increasing management dominance of the board.</i>			
2.12	Elect Director Robert Alan Feldman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.13	Elect Director Matsuyama, Haruka	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.14	Elect Director Fujita, Keiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Tokio Marine Holdings, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.15	Elect Director Shirota, Hiroaki	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3	Appoint Statutory Auditor Harashima, Akira	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>			
4	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>			

Toromont Industries Ltd.

Meeting Date: 05/02/2024

Country: Canada

Ticker: TIH

Record Date: 03/05/2024

Meeting Type: Annual/Special

Primary Security ID: 891102105

Primary ISIN: CA8911021050

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Peter J. Blake	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.2	Elect Director Benjamin D. Cherniavsky	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.3	Elect Director Jeffrey S. Chisholm	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.4	Elect Director Cathryn E. Cranston	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.5	Elect Director Sharon L. Hodgson	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.6	Elect Director Michael S. McMillan	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.7	Elect Director Frederick J. Mifflin	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
1.8	Elect Director Katherine A. Rethy	Mgmt	For	Against
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			

Toromont Industries Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.9	Elect Director Richard G. Roy	Mgmt	For	For
	<i>Additional Policy Rationale: Vote AGAINST incumbent nominating committee members Peter Blake, Jeffrey Chisholm, Cathryn Cranston, and Katherine Rethy for lack of diversity on the board. Vote FOR the remaining proposed nominees.</i>			
2	Approve Ernst & Young LLP as Auditors and Authorize 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 total audit fees paid to the auditor are attributable to non-audit fees.</i>			
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			
4	Re-approve Shareholder Rights Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR the shareholder rights plan because it is a "new generation" plan that is structured to protect the interests of shareholders in the event of a bid for their shares.</i>			
5	Amend Long-Term Incentive Plan	Mgmt	For	For
	<i>Additional Policy Rationale: Based on the Equity Plan Score Card evaluation (EPSC), vote FOR this omnibus plan.</i>			

Tradeweb Markets Inc.

Meeting Date: 05/10/2024

Country: USA

Ticker: TW

Record Date: 03/13/2024

Meeting Type: Annual

Primary Security ID: 892672106

Primary ISIN: US8926721064

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Jacques Aigrain	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Jacques Aigrain and Paula Madoff for lack of diversity on the board. WITHHOLD votes are further warranted for governance committee members Jacques Aigrain and Paula Madoff given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. Votes FOR the remaining director nominees are warranted.</i>			
1.2	Elect Director Balbir Bakhshi	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Jacques Aigrain and Paula Madoff for lack of diversity on the board. WITHHOLD votes are further warranted for governance committee members Jacques Aigrain and Paula Madoff given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. Votes FOR the remaining director nominees are warranted.</i>			
1.3	Elect Director Paula Madoff	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Jacques Aigrain and Paula Madoff for lack of diversity on the board. WITHHOLD votes are further warranted for governance committee members Jacques Aigrain and Paula Madoff given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. Votes FOR the remaining director nominees are warranted.</i>			

Tradeweb Markets Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.4	Elect Director Thomas Pluta	Mgmt	For	For
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominating committee members Jacques Aigrain and Paula Madoff for lack of diversity on the board. WITHHOLD votes are further warranted for governance committee members Jacques Aigrain and Paula Madoff given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impact shareholder rights. Votes FOR the remaining director nominees are warranted.</i>			
2	Ratify Deloitte & Touche 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * High CEO pay relative to company performance compared to the company's peers; and * High CEO pay in relation to company peer group CEO median pay levels.</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>			

Trane Technologies Plc

Meeting Date: 06/06/2024

Country: Ireland

Ticker: TT

Record Date: 04/11/2024

Meeting Type: Annual

Primary Security ID: G8994E103

Primary ISIN: IE00BK9ZQ967

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Kirk E. Arnold	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1b	Elect Director Ana P. Assis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1c	Elect Director Ann C. Berzin	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1d	Elect Director April Miller Boise	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1e	Elect Director Gary D. Forsee	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1f	Elect Director Mark R. George	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1g	Elect Director John A. Hayes	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Trane Technologies Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director Linda P. Hudson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1i	Elect Director Myles P. Lee	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1j	Elect Director David S. Regnery	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1k	Elect Director Melissa N. Schaeffer	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1l	Elect Director John P. Surma	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * Excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			
3	Ratify PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 15.75 percent of the fees paid to the auditor are for non-audit purposes.</i>			
4	Authorise Issue of Equity	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these proposals is warranted because the proposed amounts and durations are within recommended limits.</i>			
5	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR these proposals is warranted because the proposed amounts and durations are within recommended limits.</i>			
6	Determine Price Range for Re-allotment of Treasury Shares	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i>			

Truist Financial Corporation

Meeting Date: 04/23/2024

Country: USA

Ticker: TFC

Record Date: 02/15/2024

Meeting Type: Annual

Primary Security ID: 89832Q109

Primary ISIN: US89832Q1094

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jennifer S. Banner	Mgmt	For	For

Truist Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director K. David Boyer, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Agnes Bundy Scanlan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Dallas S. Clement	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Patrick C. Graney, III	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Linnie M. Haynesworth	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Donna S. Morea	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Charles A. Patton	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director William H. Rogers, Jr	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Thomas E. Skains	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Laurence Stein	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Bruce L. Tanner	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Truist Financial Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1m	Elect Director Steven C. Voorhees	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Thomas Skains, Agnes Bundy Scanlan, Dallas Clement and Charles Patton is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.91 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 the proposal is warranted, with caution. There is some concern surrounding the compensation arrangements and related disclosure of the CEO of TIH. Additionally, a relative LTI target goal is not particularly rigorous. However, the STI and LTI are sufficiently based on quantified, pre-set goals and below target payouts were aligned with company performance. Further, RSUs carry a relatively long vesting period, and the pending sale of TIH appears to address related pay program concerns.</i>			
4	Report on Lobbying Payments and Policy	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i>			
5	Report on Risks Related to Discrimination Against Individuals Including Religious/Political Views	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against customers.</i>			

U.S. Bancorp

Meeting Date: 04/16/2024

Country: USA

Ticker: USB

Record Date: 02/20/2024

Meeting Type: Annual

Primary Security ID: 902973304

Primary ISIN: US9029733048

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Warner L. Baxter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Dorothy J. Bridges	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Elizabeth L. Buse	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine 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
1d	Elect Director Andrew Cecere	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Alan B. Colberg	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Kimberly N. Ellison-Taylor	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Kimberly J. Harris	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Roland A. Hernandez	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Richard P. McKenney	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Yusuf I. Mehdi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Loretta E. Reynolds	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director John P. Wiehoff	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Scott W. Wine	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roland Hernandez, Kimberly Harris, Richard (Rick) McKenney, and Scott Wine 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, with caution. Some concerns persist over continual increases in STI target award opportunity and the lack of certain disclosures. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review.</i>			
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 7.88 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	Approve Omnibus Stock Plan	Mgmt	For	For

Additional Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.

United Parcel Service, Inc.

Meeting Date: 05/02/2024	Country: USA	Ticker: UPS
Record Date: 03/05/2024	Meeting Type: Annual	
Primary Security ID: 911312106		Primary ISIN: US9113121068

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Carol Tome	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director Rodney Adkins	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Eva Boratto	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Michael Burns	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Wayne Hewett	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director Angela Hwang	Mgmt	For	For
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Kate Johnson	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				
1h	Elect Director William Johnson	Mgmt	For	Against
<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>				

United Parcel Service, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1i	Elect Director Franck Moison	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Christiana Smith Shi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Russell Stokes	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Kevin Warsh	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh is warranted given the problematic capital structure that negatively impacts shareholder rights. 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 for the year in review. Some concern is raised given that performance share goals are not forwardly disclosed. However, annual incentives are entirely based on pre-set financial metrics and annual equity awards are primarily performance-conditioned and use multi-year performance periods.</i>			
3	Ratify Deloitte & Touche 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>			
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.</i>			
5	Report on Risks Arising from Voluntary Carbon-Reduction Commitments	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted, as the company has demonstrated clear sustainability reporting frameworks, engagement with shareholders, risk disclosure, and board oversight.</i>			
6	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.</i>			

Veeva Systems Inc.

Meeting Date: 06/12/2024

Country: USA

Ticker: VEEV

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: 922475108

Primary ISIN: US9224751084

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Timothy S. Cabral	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Mark Carges	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Peter P. Gassner	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Mary Lynne Hedley	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Priscilla Hung	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Tina Hunt	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Marshall L. Mohr	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Gordon Ritter	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			

Veeva Systems Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1i	Elect Director Paul Sekhri	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Matthew J. Wallach	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Mary Lynne Hedley, Paul Sekhri and Matthew (Matt) Wallach is warranted for lack of diversity on the board. A vote AGAINST Matthew (Matt) Wallach is warranted for serving as a non-independent member of a key board committee. A vote AGAINST Paul Sekhri is warranted for serving on more than three public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
3	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>			
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted because: * The company has not disclosed any short- and long-term E&S performance incentives; and * The company has not disclosed any risk mitigators, such as a clawback policy, CEO stock ownership guidelines, or stock holding period requirements.</i>			

Ventas, Inc.

Meeting Date: 05/14/2024

Country: USA

Ticker: VTR

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 92276F100

Primary ISIN: US92276F1003

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Melody C. Barnes	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Theodore R. Bigman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Debra A. Cafaro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Michael J. Embler	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Ventas, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Matthew J. Lustig	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Roxanne M. Martino	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Marguerite M. Nader	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Sean P. Nolan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Walter C. Rakowich	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Joe V. Rodriguez, Jr.	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Sumit Roy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Maurice S. Smith	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Melody Barnes, Marguerite Nader and Sean Nolan 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 is reasonably aligned for the year under review. Although concerns remain that the LTI TSR measures merely target median performance, the vast majority of the CEO's LTI awards are performance-conditioned tied to multi-year goals. Additionally, the committee returned to a formulaic STI plan in 2023 that is largely tied to full-year, pre-set objective measures.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			

VeriSign, Inc.

Meeting Date: 05/23/2024

Country: USA

Ticker: VRSN

Record Date: 03/28/2024

Meeting Type: Annual

Primary Security ID: 92343E102

Primary ISIN: US92343E1029

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director D. James Bidzos	Mgmt	For	For

VeriSign, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.2	Elect Director Courtney D. Armstrong	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.3	Elect Director Yehuda Ari Buchalter	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.4	Elect Director Kathleen A. Cote	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.5	Elect Director Thomas F. Frist, III	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.6	Elect Director Jamie S. Gorelick	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.7	Elect Director Roger H. Moore	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos is warranted.</i>			
1.8	Elect Director Timothy Tomlinson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Roger Moore, Courtney Armstrong, Yehuda Ari Buchalter, Kathleen Cote, Thomas (Tommy) Frist III, Jamie Gorelick and Timothy Tomlinson is warranted for lack of diversity on the board. A vote FOR D. James Bidzos 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. Although concerns exist regarding the lack of forward-looking goal disclosure in the LTIP, annual incentives are based entirely on pre-set financial metrics and the long-term incentives are primarily performance-based with a multi-year performance period.</i>			
3	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>			

Verisk Analytics, Inc.

Meeting Date: 05/15/2024

Country: USA

Ticker: VRSK

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 92345Y106

Primary ISIN: US92345Y1064

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Vincent K. Brooks	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1b	Elect Director Jeffrey Dailey	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1c	Elect Director Bruce Hansen	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1d	Elect Director Gregory Hendrick	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1e	Elect Director Kathleen A. Hogenson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1f	Elect Director Wendy Lane	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1g	Elect Director Samuel G. Liss	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1h	Elect Director Lee M. Shavel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1i	Elect Director Olumide Soroye	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1j	Elect Director Kimberly S. Stevenson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			
1k	Elect Director Therese M. Vaughan	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Vincent (Vince) Brooks, Kathleen Hogenson, Kimberly (Kim) Stevenson and Therese (Terri) Vaughan is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>			

Verisk Analytics, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
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 were reasonably aligned for the year in review.</i>			
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST the ratification of the company's auditor is warranted given that non-audit fees represent 29.64 percent of the total fees received by the auditor during the fiscal year, raising substantial doubts over the independence of the auditor.</i>			
4	Adopt Simple Majority Vote	SH	None	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as it may provide shareholders an opportunity to provide feedback on the one supermajority requirement in the company's charter.</i>			

Vertex Pharmaceuticals Incorporated

Meeting Date: 05/15/2024	Country: USA	Ticker: VRTX
Record Date: 03/18/2024	Meeting Type: Annual	
Primary Security ID: 92532F100		Primary ISIN: US92532F1003

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Sangeeta Bhatia	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.2	Elect Director Lloyd Carney	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.3	Elect Director Alan Garber	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.4	Elect Director Reshma Kewalramani	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.5	Elect Director Michel Lagarde	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.6	Elect Director Jeffrey Leiden	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.7	Elect Director Diana McKenzie	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.8	Elect Director Bruce Sachs	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.9	Elect Director Jennifer Schneider	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			

Vertex Pharmaceuticals Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.10	Elect Director Nancy Thornberry	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted.</i>			
1.11	Elect Director Suketu Upadhyay	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 4.66 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, with caution. There continue to be concerns over the degree to which subjective assessments factor into the annual incentive, which also lacks fulsome disclosure. In addition, only 25 percent of the CEO's total performance year equity awards utilize multi-year performance conditions. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review.</i>			
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.</i>			
5	Report on Median and Adjusted Gender/Racial Pay Gaps	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted, as it would shareholders to better evaluate the effectiveness of the company's diversity, equity, and inclusion efforts.</i>			

W. R. Berkley Corporation

Meeting Date: 06/12/2024	Country: USA	Ticker: WRB
Record Date: 04/17/2024	Meeting Type: Annual	
Primary Security ID: 084423102		Primary ISIN: US0844231029

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director William R. Berkley	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Christopher Augustini, Daniel Mosley, Mark Shapiro, and Jonathan Talisman is warranted for lack of diversity on the board. Concerns are further raised with respect to the election of Daniel Mosley, as the risk associated with the pledging of shares by executive chairman William Berkley is considered to have diminished as the number of pledged shares has decreased. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Christopher L. Augustini	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Christopher Augustini, Daniel Mosley, Mark Shapiro, and Jonathan Talisman is warranted for lack of diversity on the board. Concerns are further raised with respect to the election of Daniel Mosley, as the risk associated with the pledging of shares by executive chairman William Berkley is considered to have diminished as the number of pledged shares has decreased. A vote FOR the remaining director nominees is warranted.</i>			

W. R. Berkley Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1c	Elect Director Marie A. Mattson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Christopher Augostini, Daniel Mosley, Mark Shapiro, and Jonathan Talisman is warranted for lack of diversity on the board. Concerns are further raised with respect to the election of Daniel Mosley, as the risk associated with the pledging of shares by executive chairman William Berkley is considered to have diminished as the number of pledged shares has decreased. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Daniel L. Mosley	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Christopher Augostini, Daniel Mosley, Mark Shapiro, and Jonathan Talisman is warranted for lack of diversity on the board. Concerns are further raised with respect to the election of Daniel Mosley, as the risk associated with the pledging of shares by executive chairman William Berkley is considered to have diminished as the number of pledged shares has decreased. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Mark L. Shapiro	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Christopher Augostini, Daniel Mosley, Mark Shapiro, and Jonathan Talisman is warranted for lack of diversity on the board. Concerns are further raised with respect to the election of Daniel Mosley, as the risk associated with the pledging of shares by executive chairman William Berkley is considered to have diminished as the number of pledged shares has decreased. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Jonathan Talisman	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Christopher Augostini, Daniel Mosley, Mark Shapiro, and Jonathan Talisman is warranted for lack of diversity on the board. Concerns are further raised with respect to the election of Daniel Mosley, as the risk associated with the pledging of shares by executive chairman William Berkley is considered to have diminished as the number of pledged shares has decreased. 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: Support FOR this proposal is warranted as pay and performance are reasonably aligned at this time. While some concern persists regarding the non-formulaic nature of the annual incentive plan, the performance metrics are disclosed, and the long-term incentives are entirely performance-based.</i>			
3	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.08 percent of the fees paid to the auditor are for non-audit purposes.</i>			

W.W. Grainger, Inc.

Meeting Date: 04/24/2024

Country: USA

Ticker: GWW

Record Date: 03/04/2024

Meeting Type: Annual

Primary Security ID: 384802104

Primary ISIN: US3848021040

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Rodney C. Adkins	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director George S. Davis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White 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
1c	Elect Director Katherine D. Jaspon	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Christopher J. Klein	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1e	Elect Director Stuart L. Levenick	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director D.G. Macpherson	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Cindy J. Miller	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Neil S. Novich	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Beatriz R. Perez	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director E. Scott Santi	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1k	Elect Director Susan Slavik Williams	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1l	Elect Director Lucas E. Watson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1m	Elect Director Steven A. White	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Stuart Levenick, Rodney (Rod) Adkins, Katherine Jaspon, Neil Novich, Beatriz (Bea) Perez, E. Scott Santi, Susan Slavik Williams, Lucas Watson and Steven White 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 6.39 percent of the fees paid to the auditor are for non-audit purposes.</i>			

W.W. Grainger, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted. Although some concerns are noted regarding the lack of disclosure of forward-looking performance targets underlying the PSU awards, the majority of pay is conditioned on objective performance metrics, and CEO pay is aligned with company performance.</i>				

West Japan Railway Co.

Meeting Date: 06/19/2024 **Country:** Japan **Ticker:** 9021
Record Date: 03/31/2024 **Meeting Type:** Annual
Primary Security ID: J95094108 **Primary ISIN:** JP3659000008

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 84.5	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>				
2.1	Elect Director Hasegawa, Kazuaki	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director Tsutsui, Yoshinobu	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * The appointment of this outside director candidate, even though the individual cannot be regarded as independent, still appears meaningful because outside directors are not required in the category of "directors who are not audit committee members."</i>				
2.3	Elect Director Nozaki, Haruko	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.4	Elect Director Iino, Kenji	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Miyabe, Yoshiyuki	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.6	Elect Director Kurasaka, Shoji	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.7	Elect Director Tsubone, Eiji	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.8	Elect Director Okuda, Hideo	Mgmt	For	For
<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

West Japan Railway Co.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2.9	Elect Director Haruna, Koichi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.10	Elect Director Inoue, Akira	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
2.11	Elect Director Urushihara, Takeshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.1	Elect Director and Audit Committee Member Ogura, Maki	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this director nominee is warranted because: * This outside director candidate who will be an audit committee member lacks independence.</i>			
3.2	Elect Director and Audit Committee Member Tada, Makiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director and Audit Committee Member Hazama, Emiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director and Audit Committee Member Goto, Kenryo	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Westinghouse Air Brake Technologies Corporation

Meeting Date: 05/16/2024

Country: USA

Ticker: WAB

Record Date: 03/20/2024

Meeting Type: Annual

Primary Security ID: 929740108

Primary ISIN: US9297401088

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Linda A. Harty	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Linda Harty is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Brian P. Hehir	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Linda Harty is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Beverley A. Babcock	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee member Linda Harty is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Westinghouse Air Brake Technologies Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this proposal is warranted. Although some concerns persist regarding the lack of disclosure of forward-looking targets for the PSUs, pay and performance were reasonably aligned for the year in review. Additionally, the annual incentives are entirely based on pre-set metrics.</i></p>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
<p><i>Additional Policy Rationale: A vote FOR this item is warranted because only 4.86 percent of the fees paid to the auditor are for non-audit purposes.</i></p>				

Wheaton Precious Metals Corp.

Meeting Date: 05/10/2024	Country: Canada	Ticker: WPM
Record Date: 03/15/2024	Meeting Type: Annual/Special	
Primary Security ID: 962879102		Primary ISIN: CA9628791027

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
a1	Elect Director George L. Brack	Mgmt	For	For
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				
a2	Elect Director Jaimie Donovan	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				
a3	Elect Director R. Peter Gillin	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				
a4	Elect Director Chantal Gosselin	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				
a5	Elect Director Jeane Hull	Mgmt	For	For
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				
a6	Elect Director Glenn Ives	Mgmt	For	For
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				
a7	Elect Director Charles A. Jeannes	Mgmt	For	Withhold
<p><i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i></p>				

Wheaton Precious Metals Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
a8	Elect Director Marilyn Schonberner	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
a9	Elect Director Randy V.J. Smallwood	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
a10	Elect Director Srinivasan Venkatakrishnan	Mgmt	For	For
	<i>Additional Policy Rationale: Vote WITHHOLD for incumbent nominating committee members Jaimie Donovan, Robert Peter Gillin, Chantal Gosselin, and Charles (Chuck) Jeannes for lack of diversity on the board. Vote FOR the other proposed nominees.</i>			
b	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 9.1 percent of the total audit fees paid to the auditor are attributable to non-audit fees.</i>			
c	Advisory Vote on Executive Compensation Approach	Mgmt	For	For
	<i>Additional Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>			

Willis Towers Watson Public Limited Company

Meeting Date: 05/22/2024

Country: Ireland

Ticker: WTW

Record Date: 03/25/2024

Meeting Type: Annual

Primary Security ID: G96629103

Primary ISIN: IE00BDB6Q211

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Dame Inga Beale	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1b	Elect Director Fumbi Chima	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1c	Elect Director Stephen Chipman	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1d	Elect Director Michael Hammond	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			

Willis Towers Watson Public Limited Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1e	Elect Director Carl Hess	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1f	Elect Director Jacqueline Hunt	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1g	Elect Director Paul Reilly	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1h	Elect Director Michelle Swanback	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1i	Elect Director Paul Thomas	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
1j	Elect Director Fredric Tomczyk	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Funmibi (Fumbi) Chima, Jacqueline (Jackie) Hunt, Paul Reilly and Fredric (Fred) Tomczyk is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>			
2	Ratify the Appointment of Deloitte & Touche LLP as Auditor and Deloitte Ireland LLP to audit the Irish Statutory Accounts, and Authorize the Board to Fix Their Remuneration	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.69 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. Some concern is raised by the non-disclosure of forward-looking LTIP goals. However, half of equity awards vest based on a multi-year performance outlook and most PSU metrics are growth-based. Additionally, the STI program is predominantly based on quantified, pre-set goals and the committee discretionarily reduced the performance result for one STI metric in light of updated mid-year projections.</i>			
4	Renew the Board's Authority to Issue Shares Under Irish Law	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>			
5	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions 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>			

Meeting Date: 05/16/2024

Country: USA

Ticker: XYL

Record Date: 03/18/2024

Meeting Type: Annual

Primary Security ID: 98419M100

Primary ISIN: US98419M1009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Jeanne Beliveau-Dunn	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1b	Elect Director Earl R. Ellis	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1c	Elect Director Robert F. Friel	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1d	Elect Director Lisa Glatch	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1e	Elect Director Victoria D. Harker	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1f	Elect Director Mark D. Morelli	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1g	Elect Director Jerome A. Peribere	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1h	Elect Director Matthew F. Pine	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1i	Elect Director Lila Tretikov	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
1j	Elect Director Uday Yadav	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>			
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because only 1.14 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. There is some concern surrounding the LTI, as the relative TSR PSUs target median performance. However, annual incentives are primarily based on pre-set financial metrics with target goals that exceeded the prior year's results. In addition, half of the long-term incentives' targeted value is performance-based with a multi-year performance period and disclosed forward-looking goals.</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>			

Meeting Date: 06/18/2024

Country: Japan

Ticker: 6841

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J97272124

Primary ISIN: JP3955000009

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Approve Allocation of Income, with a Final Dividend of JPY 23	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>			
2	Amend Articles to Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Three Committees - Clarify Director Authority on Shareholder Meetings - Amend Provisions on Director Titles - Indemnify Directors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>			
3.1	Elect Director Nara, Hitoshi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.2	Elect Director Kikkawa, Hikaru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.3	Elect Director Nakajima, Michiko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.4	Elect Director Uchida, Akira	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.5	Elect Director Urano, Kuniko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.6	Elect Director Hirano, Takuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.7	Elect Director Goto, Yujiro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.8	Elect Director Takayama, Yasuko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.9	Elect Director Osawa, Makoto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Yokogawa Electric Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
3.10	Elect Director Ono, Masaru	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
3.11	Elect Director Maruyama, Hisashi	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			

Yum! Brands, Inc.

Meeting Date: 05/16/2024 **Country:** USA **Ticker:** YUM
Record Date: 03/20/2024 **Meeting Type:** Annual
Primary Security ID: 988498101 **Primary ISIN:** US9884981013

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1a	Elect Director Paget L. Alves	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1b	Elect Director Keith Barr	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1c	Elect Director M. Brett Biggs	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1d	Elect Director Christopher M. Connor	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1e	Elect Director Brian C. Cornell	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1f	Elect Director Tanya L. Domier	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1g	Elect Director Susan Doniz	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			

Yum! Brands, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1h	Elect Director David W. Gibbs	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1i	Elect Director Mirian M. Graddick-Weir	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1j	Elect Director Thomas C. Nelson	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1k	Elect Director P. Justin Skala	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted at this time.</i>			
1l	Elect Director Annie Young-Scriver	Mgmt	For	For
	<i>Additional Policy Rationale: A vote AGAINST incumbent nominating committee members Brian Cornell, Mirian Graddick-Weir, Thomas Nelson, and Peter Justin Skala is warranted for lack of diversity on the board. A vote FOR the remaining 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 only 2.23 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	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted due to the following concerns: * A majority of equity awards to the CEO are not tied to performance-contingent pay elements; * High CEO pay relative to company performance compared to the company's peers; and * High CEO pay in relation to company peer group CEO median pay levels.</i>			
4	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	SH	Against	For
	<i>Additional Policy Rationale: A vote FOR this proposal is warranted as there are industry trends towards phasing out usage of antimicrobials in animal-related food production based on evidence that their routine use in food production contributes to the global problem of antibiotic resistance. Additionally, lack of compliance with WHO guidelines could potentially expose the company to both reputational and regulatory risks.</i>			
5	Strategic Review Regarding Capital Transactions Involving the Brands	SH	Against	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. The proponent has not demonstrated a compelling case that shareholders would realize greater value with a spin off of Taco Bell, KFC and Pizza Hut, than YUM could deliver by operating as a global brand at this time. Further, there is no evidence to suggest that the board does not consider value-enhancing initiatives.</i>			

Zalando SE

Meeting Date: 05/17/2024

Country: Germany

Ticker: ZAL

Record Date: 04/25/2024

Meeting Type: Annual

Primary Security ID: D98423102

Primary ISIN: DE000ZAL1111

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2023 (Non-Voting)	Mgmt		
	<i>Additional Policy Rationale: This is a non-voting item.</i>			
2	Approve Allocation of Income and Omission of Dividends	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>			
3	Approve Discharge of Management Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
4	Approve Discharge of Supervisory Board for Fiscal Year 2023	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>			
5.1	Ratify KPMG AG as Auditors for Fiscal Year 2024 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2024	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR the proposed auditor are warranted due to a lack of significant concerns.</i>			
5.2	Ratify KPMG AG as Auditors for the Review of Interim Financial Statements Until 2025 AGM	Mgmt	For	For
	<i>Additional Policy Rationale: Votes FOR the proposed auditor are warranted due to a lack of significant concerns.</i>			
6	Approve Remuneration Report	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because: * Zalando SE has taken several positive steps to improve its remuneration report in the last year, and further is demonstrating responsiveness to shareholder dissent at the 2023 AGM; * The absence of problematic pay practices; * Quantum levels for 2023 are unproblematic or even low. Support is however qualified because some continued level of concern exists: * The remuneration report appears to continue to lack fundamental disclosure to understand on which basis certain share or option awards have accrued or vested. This level of disclosure is key to shareholders to understand the alignment between pay and performance.</i>			
7	Approve Remuneration Policy	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR is warranted because: * The company is proposing an overhaul of its remuneration policy and is moving towards a more market-conform policy by implementing a separate cash-based STI and long-term share based LTI. * The proposed quantum and the level of disclosure do not raise concern. However, support is qualified because this is not without concern for some aspects of the policy: * Target award levels under the STI and LTI are not clear. Although this is not uncommon in the German market, the lack of clearly defined target remuneration obscures the possibility for shareholders to understand the pay for performance alignment. * The STI and LTI plan both mainly consider revenue as a performance measure and may lead to double payout for similar performance. Nevertheless, revenue growth and GMV are key KPIs for Zalando's business strategy. * The level of discretion under a provision, separate to derogation, give the board discretion to make additional awards. Although this amount is capped, this type of discretion is decreasingly market practice in Germany.</i>			
8	Amend Articles Re: Proof of Entitlement	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR the proposed article amendment is warranted because it reflects amendments in line with new German statutory requirements.</i>			
9	Approve Cancellation of Conditional Capital 2013	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this resolution is warranted because it is non-contentious.</i>			

Zoom Video Communications, Inc.

Meeting Date: 06/13/2024

Country: USA

Ticker: ZM

Record Date: 04/15/2024

Meeting Type: Annual

Primary Security ID: 98980L101

Primary ISIN: US98980L1017

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Jonathan Chadwick	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Daniel (Dan) Scheinman, Jonathan Chadwick, and Cindy Hoots for lack of diversity on the board. In the absence of Nominating Committee members on ballot, WITHHOLD votes are further warranted for director nominees Jonathan Chadwick, Daniel Scheinman, and Cindy Hoots given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>			
1.2	Elect Director Cindy Hoots	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Daniel (Dan) Scheinman, Jonathan Chadwick, and Cindy Hoots for lack of diversity on the board. In the absence of Nominating Committee members on ballot, WITHHOLD votes are further warranted for director nominees Jonathan Chadwick, Daniel Scheinman, and Cindy Hoots given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>			
1.3	Elect Director Dan Scheinman	Mgmt	For	Withhold
	<i>Additional Policy Rationale: WITHHOLD votes are warranted for incumbent nominees Daniel (Dan) Scheinman, Jonathan Chadwick, and Cindy Hoots for lack of diversity on the board. In the absence of Nominating Committee members on ballot, WITHHOLD votes are further warranted for director nominees Jonathan Chadwick, Daniel Scheinman, and Cindy Hoots given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.</i>			
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this item is warranted because none of the fees paid to the auditor are for non-audit purposes.</i>			
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
	<i>Additional Policy Rationale: A vote AGAINST this proposal is warranted. After last year's say-on-pay proposal received low support, the compensation committee demonstrated only a limited degree of responsiveness to shareholders' concerns. In addition, an unmitigated pay-for-performance misalignment persisted in FY24. The company continues to grant special retention bonuses which lack pre-set performance criteria and vest after just one year. Additionally, the company granted supplemental grants to executives to "make-whole" declines in stock price from the original grant, including multiple awards related to last year's front-loaded "refresh awards," effectively shielding executives from a loss in equity grant value, though the company did make certain positive changes to the pay program going forward.</i>			

ZOZO, Inc.

Meeting Date: 06/26/2024

Country: Japan

Ticker: 3092

Record Date: 03/31/2024

Meeting Type: Annual

Primary Security ID: J9893A108

Primary ISIN: JP3399310006

Additional Policy: SRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
1.1	Elect Director Sawada, Kotaro	Mgmt	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Additional Policy Rec
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.2	Elect Director Yanagisawa, Koji	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.3	Elect Director Hirose, Fuminori	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.4	Elect Director Hide, Makoto	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.5	Elect Director Nagata, Yuko	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.6	Elect Director Saito, Taro	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.7	Elect Director Kansai, Takako	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			
1.8	Elect Director Oikawa, Takuya	Mgmt	For	For
	<i>Additional Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>			