

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## 3i Group Plc

**Meeting Date:** 07/01/2021

**Country:** United Kingdom

**Primary Security ID:** G88473148

**Record Date:** 06/29/2021

**Meeting Type:** Annual

**Ticker:** III

**Shares Voted:** 3,332

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting 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.				
2	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is considered warranted, although it is not without concerns for shareholders:* There remains scope for increased transparency around the qualitative elements of the bonus; and* The LTIP continues to be wholly contingent upon TSR performance, with half of the award subject to absolute TSR targets.The main reasons for support are:* Pay and performance appear to be broadly aligned; and* No other significant concerns have been identified.				
3	Approve Final Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.				
4	Re-elect Caroline Banzky as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
5	Re-elect Simon Borrows as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
6	Re-elect Stephen Daintith as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
7	Re-elect David Hutchison as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
8	Re-elect Coline McConville as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
9	Elect Peter McKellar as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
10	Re-elect Alexandra Schaapveld as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
11	Re-elect Simon Thompson as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				
12	Re-elect Julia Wilson as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this candidate is warranted as no significant concerns have been identified.				

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Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## 3i Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Reappoint KPMG LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is considered warranted at this time.				
14	Authorise Board Acting Through the Audit and Compliance Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				
15	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				
16	Authorise Issue of Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
19	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.				
20	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.				

## Industria de Diseno Textil SA

**Meeting Date:** 07/13/2021

**Country:** Spain

**Primary Security ID:** E62821125

**Record Date:** 07/08/2021

**Meeting Type:** Annual

**Ticker:** ITX

**Shares Voted:** 828

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Standalone Financial Statements	Mgmt	For	For	For

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Industria de Diseno Textil SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Voting Policy Rationale: A vote FOR these items is warranted because:* The external auditor's opinion on the annual accounts and management reports for the fiscal year in review is unqualified; and* No significant concerns have been noted over the board's actions during the same period.				
2	Approve Consolidated Financial Statements and Discharge of Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because:* The external auditor's opinion on the annual accounts and management reports for the fiscal year in review is unqualified; and* No significant concerns have been noted over the board's actions during the same period.				
3	Approve Non-Financial Information Statement	Mgmt	For	For	For
	Voting 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.				
4	Approve Allocation of Income and Dividends	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted due to a lack of controversy surrounding the proposed allocation of income and dividend distribution.				
5	Reelect Jose Arnau Sierra as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the reelection of NI-NED Jose Arnau Sierra under Item 6.a is warranted, as the board meets the one third independence requirement applicable to controlled companies in this market.				
6	Renew Appointment of Deloitte as Auditor	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
7.a	Amend Article 8 Re: Representation of Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the proposed amendments, which include the possibility for the company to hold virtual-only general meetings, are deemed fair.				
7.b	Amend Articles Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the proposed amendments, which include the possibility for the company to hold virtual-only general meetings, are deemed fair.				
7.c	Amend Articles Re: Board of Directors and Board Committees	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the proposed amendments, which include the possibility for the company to hold virtual-only general meetings, are deemed fair.				
7.d	Amend Article 36 Re: Approval of Accounts and Distribution of Dividends	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the proposed amendments, which include the possibility for the company to hold virtual-only general meetings, are deemed fair.				
7.e	Approve Restated Articles of Association	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the proposed amendments, which include the possibility for the company to hold virtual-only general meetings, are deemed fair.				
8	Approve Restated General Meeting Regulations Re: Allow Shareholder Meetings to be Held in Virtual-Only Format	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the proposed amendments, which include the possibility for the company to hold virtual-only general meetings, are deemed fair.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Industria de Diseno Textil SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Approve Remuneration Policy	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concerns about the proposed remuneration policy.					
10	Approve Long-Term Incentive Plan	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are deemed not problematic.					
11	Advisory Vote on Remuneration Report	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this item is warranted due to a lack of pay-for-performance concerns at this time. However,* The board has adjusted the 2020/21 financial targets under the annual bonus scheme and the sales and profit targets under the 2019-2022 cycle of the current LTIP to the Covid-19 situation but provides insufficient disclosure of STI targets on an ex-post basis; and* Unlike previous years, the board has not broken down performance outcome information under each financial KPI (sales and gross margin) and non-financial metrics and has instead provided a global achievement level for each set of metrics (financial and non-financial), which prevents from assessing the rigor of targets on a retrospective basis.					
12	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
Voting 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.					
13	Receive Amendments to Board of Directors Regulations	Mgmt			
Voting Policy Rationale: This is a non-voting item.					

## Vodafone Group Plc

**Meeting Date:** 07/27/2021

**Country:** United Kingdom

**Primary Security ID:** G93882192

**Record Date:** 07/23/2021

**Meeting Type:** Annual

**Ticker:** VOD

**Shares Voted:** 13,818

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
Voting 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.					
2	Elect Olaf Swantee as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					
3	Re-elect Jean-Francois van Boxmeer as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					
4	Re-elect Nick Read as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Vodafone Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Re-elect Margherita Della Valle as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
6	Re-elect Sir Crispin Davis as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
7	Re-elect Michel Demare as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
8	Re-elect Dame Clara Furse as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
9	Re-elect Valerie Gooding as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
10	Re-elect Maria Amparo Moraleda Martinez as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
11	Re-elect Sanjiv Ahuja as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
12	Re-elect David Nish as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
13	Approve Final Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.				
14	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.				
15	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
16	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				
17	Authorise Issue of Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				

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Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Vodafone Group Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.				
21	Adopt New Articles of Association	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.				
22	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				
23	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.				

## Macquarie Group Limited

**Meeting Date:** 07/29/2021

**Country:** Australia

**Primary Security ID:** Q57085286

**Record Date:** 07/27/2021

**Meeting Type:** Annual

**Ticker:** MQG

**Shares Voted:** 285

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Rebecca J McGrath as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent director nominees Rebecca McGrath, Michael Roche, and Glenn Stevens is warranted as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues. A qualified vote FOR non-independent director nominee Peter Warne is warranted. Despite his excessive tenure, the board has determined to re-elect Mr. Warne for an additional year in light of significant changes in the boardroom and management level over the past 12 months. Further, the board intends to appoint a new board chair in FY22 and Mr. Warne will step down from such role and retire as a director at the 2022 AGM, mitigating concerns regarding his re-election.				
2b	Elect Mike Roche as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent director nominees Rebecca McGrath, Michael Roche, and Glenn Stevens is warranted as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues. A qualified vote FOR non-independent director nominee Peter Warne is warranted. Despite his excessive tenure, the board has determined to re-elect Mr. Warne for an additional year in light of significant changes in the boardroom and management level over the past 12 months. Further, the board intends to appoint a new board chair in FY22 and Mr. Warne will step down from such role and retire as a director at the 2022 AGM, mitigating concerns regarding his re-election.				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Macquarie Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2c	Elect Glenn R Stevens as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR independent director nominees Rebecca McGrath, Michael Roche, and Glenn Stevens is warranted as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues. A qualified vote FOR non-independent director nominee Peter Warne is warranted. Despite his excessive tenure, the board has determined to re-elect Mr. Warne for an additional year in light of significant changes in the boardroom and management level over the past 12 months. Further, the board intends to appoint a new board chair in FY22 and Mr. Warne will step down from such role and retire as a director at the 2022 AGM, mitigating concerns regarding his re-election.</p>				
2d	Elect Peter H Warne as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR independent director nominees Rebecca McGrath, Michael Roche, and Glenn Stevens is warranted as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues. A qualified vote FOR non-independent director nominee Peter Warne is warranted. Despite his excessive tenure, the board has determined to re-elect Mr. Warne for an additional year in light of significant changes in the boardroom and management level over the past 12 months. Further, the board intends to appoint a new board chair in FY22 and Mr. Warne will step down from such role and retire as a director at the 2022 AGM, mitigating concerns regarding his re-election.</p>				
3	Approve Remuneration Report	Mgmt	For	For	For
	<p>Voting Policy Rationale: A qualified vote FOR this resolution is warranted because there are significant concerns around the quantum of remuneration payments enabled by the remuneration framework; however, the following positive features mitigate some concern at this time: * A significant portion of the CEO's profit share award is deferred for up to seven years, which enhances the link between shareholders and CEO outcomes;* The board has also adopted disclosure with regards to consequence management, which represents superior market practice, and malus provisions to both its profit share awards and LTI that further strengthen the board's risk management practices;* Although the APRA findings are concerning, the board has proactively imposed qualifying conditions on the retained profit share that are tied to resolving APRA's findings, in addition to reducing the PSU allocations for executive KMP;* The LTI plan's EPS compound annual growth rate hurdle was, for the first time in several years, not achieved in FY21, indicating that the EPS hurdle has some degree of rigor; and* The number of PSUs allocated in the LTI is based on a face value, in line with local market practice, removing the concerning practice of using a discounted fair value methodology. Whilst the disconnect between pay and performance is mitigated for the fiscal year under review, the following concerns support the qualified nature of this vote recommendation: * The total remuneration of the CEO and KMP is still high when compared to the median of both the top 25 Australian companies and the Sustainability Advisory Services-selected peer group;* There is no clear disclosure regarding how and to what extent, the board uses its discretion to adjust the size of the profit share pool up or down. Therefore, it is difficult to assess its at-risk nature and its pay-for-performance linkage. Whilst the company has cited record NPAT and successfully navigating the impact of the COVID-19 pandemic on its determination of the profit share pool in FY21, more robust discussion on the actual quantum that this had on the total profit pool would have been appropriate considering the quantum of the awards;* Because the profit share pool outcomes appears to reflect purely financial performance, shareholders would benefit from further disclosures regarding the determination of how the profit share arrangement is calculated and how the split or sharing between management and shareholders has been judged to be fair and equitable, particularly as basic EPS and dividends per share are well below FY19 levels; and* Non-executive director remuneration is above market due mainly to additional fees for service on the board of Macquarie Bank, a wholly-owned subsidiary of Macquarie Group.</p>				
4	Approve Termination Benefits	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR this resolution is warranted, given that there has been no significant change in the potential termination benefits for Executives and benefits are generally reasonable and in line with the company's remuneration approach which weights Executive remuneration towards 'at risk' and includes a substantial deferred component.</p>				

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Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Macquarie Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Participation of Shemara Wikramanayake in the Macquarie Group Employee Retained Equity Plan	Mgmt	For	For	For
<p>Voting Policy Rationale: A qualified vote FOR this resolution is warranted. The structure of the RSUs and the PSUs awards are in line with market practice, including an extended seven-year deferral period for RSUs with a four-year performance period for the PSUs combined with two performance measures - relative ROE and EPS CAGR, and malus provisions applicable to RSUs and PSUs. Notwithstanding, concerns that justify the qualified nature of the vote recommendation include the high quantum of the RSU awards, which are well in excess of median for similar sized companies in ASX 1-25 and an Sustainability Advisory Services-selected industry peer group.</p>					
6	Ratify Past Issuance of Macquarie Group Capital Notes 5 to Institutional Investors	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this resolution is warranted as the issue is not contentious, the level of dilution is not significant and the net proceeds of the MCN5 issuance will be used for general corporate purposes.</p>					

## Electrolux AB

<b>Meeting Date:</b> 08/27/2021	<b>Country:</b> Sweden	<b>Primary Security ID:</b> W24713120
<b>Record Date:</b> 08/19/2021	<b>Meeting Type:</b> Extraordinary Shareholders	<b>Ticker:</b> ELUX.B
<b>Shares Voted:</b> 2,987		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Chairman of Meeting	Mgmt	For	For	For
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
2.1	Designate Oskar Borjesson as Inspector of Minutes of Meeting	Mgmt	For	For	For
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
2.2	Designate Charlotte Munthe as Inspector of Minutes of Meeting	Mgmt	For	For	For
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
3	Prepare and Approve List of Shareholders	Mgmt	For	For	For
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
4	Approve Agenda of Meeting	Mgmt	For	For	For
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
5	Acknowledge Proper Convening of Meeting	Mgmt	For	For	For
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					

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# Sun Life KBI Global Dividend Private Pool

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## Electrolux AB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve 2:1 Stock Split; Reduction of Share Capital Through Redemption of Shares; Increase of Share Capital through a Bonus Issue without the Issuance of New Shares	Mgmt	For	For	For

Voting Policy Rationale: A vote FOR this proposal is warranted as the redemption program can be seen as an efficient manner of allocating excess capital.

## Berkeley Group Holdings Plc

Meeting Date: 09/03/2021

Country: United Kingdom

Primary Security ID: G1191G120

Record Date: 09/01/2021

Meeting Type: Annual

Ticker: BKG

Shares Voted: 1,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
Voting 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.					
2	Approve Remuneration Report	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the remuneration report is considered warranted, although it is not without concerns:* As raised previously, the quantum of Executive Directors' remuneration relative to other peers continues to raise concerns; and* There remains scope for additional stretch for the ROE and cumulative PBT measures for in-flight LTIP awards.The main reasons for support are:* Additional mechanisms have been introduced for in-flight LTIP awards whereby the following will be taken into account: Executive Directors' overall and individual contributions, performance of respective divisions and performance against personal objectives. The CEO (or Chair in the case of the CEO) may recommend adjustments to the formulaic outcome, including a reduction in the level of vesting of up to 50%. The Company confirmed that no upward adjustments can be made under the additional mechanisms.* No further material concerns have been identified.					
3	Re-elect Glyn Barker as Director	Mgmt	For	Against	Against
Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.					
4	Re-elect Diana Brightmore-Armour as Director	Mgmt	For	For	For
Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.					
5	Re-elect Andy Myers as Director	Mgmt	For	For	For
Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.					

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## Berkeley Group Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Re-elect Rob Perrins as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
7	Re-elect Richard Stearn as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
8	Re-elect Sean Ellis as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
9	Re-elect Karl Whiteman as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
10	Re-elect Justin Tibaldi as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
11	Re-elect Paul Vallone as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
12	Re-elect Sir John Armit as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
13	Re-elect Rachel Downey as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
14	Elect Elizabeth Adekunle as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
15	Elect William Jackson as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Berkeley Group Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Elect Sarah Sands as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
17	Elect Andy Kemp as Director	Mgmt	For	For	For
	Voting Policy Rationale: Item 3Votes AGAINST incumbent Nominating Committee chair Glyn Barker are warranted for lack of gender diversity on the board.Items 4 - 17A vote FOR these Directors is warranted as no significant concerns have been identified.				
18	Reappoint KPMG LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is considered warranted at this time.				
19	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				
20	Authorise Issue of Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
23	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.				
24	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				
25	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.				
26	Adopt New Articles of Association	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.				
27	Approve Matters Relating to the B Share Scheme and Share Consolidation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Berkeley Group Holdings Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
28	Approve Terms of the Option Agreement	Mgmt	For	For	For

Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.

## Compagnie Financiere Richemont SA

**Meeting Date:** 09/08/2021 **Country:** Switzerland **Primary Security ID:** H25662182  
**Record Date:** **Meeting Type:** Annual **Ticker:** CFR

**Shares Voted:** 268

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.					
2	Approve Allocation of Income and Dividends of CHF 2.00 per Registered A Share and CHF 0.20 per Registered B Share	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to:* The payout ratio, which exceeds 30 percent* The increase in dividend.					
3	Approve Discharge of Board and Senior Management	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.					
4.1	Reelect Johann Rupert as Director and Board Chairman	Mgmt	For	Against	Against
Voting Policy Rationale: Board of directors elections (Items 4.1-4.18)Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns.Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee.Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies.Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted.Compensation committee elections (Items 5.1-5.4)Votes FOR the proposed nominees are warranted.					
4.2	Reelect Josua Malherbe as Director	Mgmt	For	Against	Against
Voting Policy Rationale: Board of directors elections (Items 4.1-4.18)Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns.Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee.Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies.Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted.Compensation committee elections (Items 5.1-5.4)Votes FOR the proposed nominees are warranted.					

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.3	Reelect Nikesh Arora as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.4	Reelect Clay Brendish as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.5	Reelect Jean-Blaise Eckert as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.6	Reelect Burkhardt Grund as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.7	Reelect Keyu Jin as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.8	Reelect Jerome Lambert as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.9	Reelect Wendy Luhabe as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.10	Reelect Ruggero Magnoni as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.11	Reelect Jeff Moss as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.12	Reelect Vesna Nevistic as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.13	Reelect Guillaume Pictet as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.14	Reelect Maria Ramos as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.15	Reelect Anton Rupert as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.16	Reelect Jan Rupert as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
4.17	Reelect Patrick Thomas as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.18	Reelect Jasmine Whitbread as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
5.1	Reappoint Clay Brendish as Member of the Compensation Committee	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
5.2	Reappoint Keyu Jin as Member of the Compensation Committee	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
5.3	Reappoint Guillaume Pictet as Member of the Compensation Committee	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				
5.4	Reappoint Maria Ramos as Member of the Compensation Committee	Mgmt	For	For	For
	<p>Voting Policy Rationale: Board of directors elections (Items 4.1-4.18) Votes FOR the proposed nominees Jerome Lambert, Clayton Brendish, Nikesh Arora, Jean-Blaise Eckert, Burkhardt Grund, Keyu Jin, Wendy Luhabe, Ruggero Magnoni, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, Anthony Rupert, Patrick Thomas, and Jasmine Whitbread are warranted due to a lack of concerns. Audit committee chair: A vote AGAINST Josua Malherbe is further warranted because he is non-independent and is currently the chair of the audit committee. Overboarded director: A vote AGAINST Johann Rupert is further warranted because he holds an excessive number of mandates at listed companies. Votes FOR the independent directors Clayton Brendish, Keyu Jin, Wendy Luhabe, Jeff Moss, Vesna Nevistic, Guillaume Pictet, Maria Ramos, as well as Jerome Lambert (current CEO) are warranted. Compensation committee elections (Items 5.1-5.4) Votes FOR the proposed nominees are warranted.</p>				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.					
7	Designate Etude Gampert Demierre Moreno as Independent Proxy	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.					
8.1	Approve Remuneration of Directors in the Amount of CHF 8.1 Million	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.					
8.2	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 6.6 Million	Mgmt	For	For	For
Voting Policy Rationale: Votes FOR these items are warranted because the proposals appear to be in line with market practice and do not raise significant concerns. However, this is not without noting that a part of the LTI is awarded in stock options that are not subject to separate performance conditions.					
8.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 14.9 Million	Mgmt	For	For	For
Voting Policy Rationale: Votes FOR these items are warranted because the proposals appear to be in line with market practice and do not raise significant concerns. However, this is not without noting that a part of the LTI is awarded in stock options that are not subject to separate performance conditions.					
9	Transact Other Business (Voting)	Mgmt	For	Against	Against
Voting Policy Rationale: A vote AGAINST is warranted because:* This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and* The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.					

## Logitech International S.A.

Meeting Date: 09/08/2021

Country: Switzerland

Primary Security ID: H50430232

Record Date: 09/02/2021

Meeting Type: Annual

Ticker: LOGN

Shares Voted: 179

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
Voting Policy Rationale: This routine item warrants shareholder support.					
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time.					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Logitech International S.A.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Appropriation of Retained Earnings and Declaration of Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted given the increase in the dividend.				
4	Approve Discharge of Board and Senior Management	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted.				
	Elections to the Board of Directors	Mgmt			
5A	Elect Director Patrick Aebischer	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5B	Elect Director Wendy Becker	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5C	Elect Director Edouard Bugnion	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5D	Elect Director Riet Cadonau	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5E	Elect Director Bracken Darrell	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5F	Elect Director Guy Gecht	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5G	Elect Director Neil Hunt	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5H	Elect Director Marjorie Lao	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5I	Elect Director Neela Montgomery	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5J	Elect Director Michael Polk	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
5K	Elect Director Deborah Thomas	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
6	Elect Wendy Becker as Board Chairman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election of Wendy Becker as chair of the board is warranted given that the roles of chair and CEO are separated and there are no governance concerns with the candidate.				
	Elections to the Compensation Committee	Mgmt			

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Logitech International S.A.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7A	Appoint Edouard Bugnion as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted given that all the directors nominated to serve on the compensation committee are independent, and there are no governance concerns that would warrant negative recommendations on committee members at this time.				
7B	Appoint Riet Cadonau as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted given that all the directors nominated to serve on the compensation committee are independent, and there are no governance concerns that would warrant negative recommendations on committee members at this time.				
7C	Appoint Neil Hunt as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted given that all the directors nominated to serve on the compensation committee are independent, and there are no governance concerns that would warrant negative recommendations on committee members at this time.				
7D	Appoint Michael Polk as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted given that all the directors nominated to serve on the compensation committee are independent, and there are no governance concerns that would warrant negative recommendations on committee members at this time.				
7E	Appoint Neela Montgomery as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted given that all the directors nominated to serve on the compensation committee are independent, and there are no governance concerns that would warrant negative recommendations on committee members at this time.				
8	Approve Remuneration of Board of Directors in the Amount of CHF 3,400,000	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted.				
9	Approve Remuneration of the Group Management Team in the Amount of USD 24,900,000	Mgmt	For	For	For
	Voting Policy Rationale: As the company is classified as a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis (Item 2). Accordingly, a vote FOR this proposal is warranted.				
10	Ratify KPMG AG as Auditors and Ratify KPMG LLP as Independent Registered Public Accounting Firm for Fiscal Year 2022	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
11	Designate Etude Regina Wenger & Sarah Keiser-Wuger as Independent Representative	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted.				
A	Authorize Independent Representative to Vote on Any Amendment to Previous Resolutions	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## NetApp, Inc.

**Meeting Date:** 09/10/2021

**Country:** USA

**Primary Security ID:** 64110D104

**Record Date:** 07/16/2021

**Meeting Type:** Annual

**Ticker:** NTAP

**Shares Voted:** 2,673

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director T. Michael Nevens	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1b	Elect Director Deepak Ahuja	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1c	Elect Director Gerald Held	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1d	Elect Director Kathryn M. Hill	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1e	Elect Director Deborah L. Kerr	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1f	Elect Director George Kurian	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1g	Elect Director Carrie Palin	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1h	Elect Director Scott F. Schenkel	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1i	Elect Director George T. Shaheen	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based on pre-set financial metrics and a majority of long-term incentives consisted of performance-conditioned equity awards. In addition, long-term performance equity utilizes a multi-year measurement period.				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
4	Approve Omnibus Stock Plan	Mgmt	For	For	For
	Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## NetApp, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted given that the purchase price and number of shares reserved is reasonable, and the offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.					
6	Provide Right to Act by Written Consent	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual meetings.					
7	Provide Right to Act by Written Consent	SH	Against	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.					

## OMV AG

<b>Meeting Date:</b> 09/10/2021	<b>Country:</b> Austria	<b>Primary Security ID:</b> A51460110
<b>Record Date:</b> 08/31/2021	<b>Meeting Type:</b> Extraordinary Shareholders	<b>Ticker:</b> OMV
<b>Shares Voted:</b> 627		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Christine Catasta as Supervisory Board Member	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the proposed nominee is warranted.					

## Conagra Brands, Inc.

<b>Meeting Date:</b> 09/15/2021	<b>Country:</b> USA	<b>Primary Security ID:</b> 205887102
<b>Record Date:</b> 07/26/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> CAG
<b>Shares Voted:</b> 3,707		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Anil Arora	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1b	Elect Director Thomas "Tony" K. Brown	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1c	Elect Director Emanuel "Manny" Chirico	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Conagra Brands, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1d	Elect Director Sean M. Connolly	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1e	Elect Director Joie A. Gregor	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1f	Elect Director Fran Horowitz	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1g	Elect Director Rajive Johri	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1h	Elect Director Richard H. Lenny	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1i	Elect Director Melissa Lora	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1j	Elect Director Ruth Ann Marshall	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1k	Elect Director Craig P. Omtvedt	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1l	Elect Director Scott Ostfeld	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the proposal is warranted. The majority of NEOs' compensation is linked to objective financial performance metrics, and CEO pay and company performance are sufficiently aligned.				
4	Provide Right to Act by Written Consent	SH	Against	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.				

## Darden Restaurants, Inc.

Meeting Date: 09/22/2021

Country: USA

Primary Security ID: 237194105

Record Date: 07/28/2021

Meeting Type: Annual

Ticker: DRI

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Darden Restaurants, Inc.

Shares Voted: 286

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Margaret Shan Atkins	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.2	Elect Director James P. Fogarty	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.3	Elect Director Cynthia T. Jamison	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.4	Elect Director Eugene I. Lee, Jr.	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.5	Elect Director Nana Mensah	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.6	Elect Director William S. Simon	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.7	Elect Director Charles M. Sonstebly	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.8	Elect Director Timothy J. Wilmott	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted. Both annual and long-term incentives utilize financial performance metrics and half of the long-term equity awards were performance-based. Moreover, performance equity is measured over a multi-year period.				
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted given that the purchase price and number of shares reserved is reasonable and the offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.				
5	Adopt Share Retention Policy For Senior Executives - Withdrawn Resolution	SH			
	Voting Policy Rationale: This proposal has been withdrawn by the proponent. Accordingly, the proposal will not be presented or voted upon, and no votes cast on this item will be tabulated or reported.				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Suncorp Group Limited

**Meeting Date:** 09/23/2021**Country:** Australia**Primary Security ID:** Q88040110**Record Date:** 09/21/2021**Meeting Type:** Annual**Ticker:** SUN**Shares Voted:** 5,134

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
	<p>Voting Policy Rationale: A qualified vote FOR the remuneration report is warranted.* No material misalignment between executive pay and performance has been identified.* The Company's remuneration structure is broadly in line with peers and shareholder interests.* The FY21 STI bonus is higher than the prior year, however, aligned with improved financial performance.* The continued lack of vesting for the LTI is aligned with poor shareholder returns over the longer term.The qualification is to highlight certain inconsistencies and concerns regarding the company's remuneration practices.* A high weighting allocated to non-financial measures allows executives to be rewarded in the STI for core day job responsibilities,* Non-disclosure of retrospective STI targets and prospective LTI ROE targets represents inferior disclosure and lacks transparency,* Payment of a dividend equivalent amount for vested LTI rights is inconsistent with better corporate governance practice given that executives have no present entitlement to the underlying shares or dividends during the performance,* The three-year LTI performance period is not aligned with peers and better governance practices where at least a four-year period is adopted,* Proposed remuneration increase for the CEO is well in excess of broader salary inflation and will have a flow on effect increasing his STI and LTI opportunity, and* Chairman and director remuneration is higher than market.</p>				
2	Approve Grant of Performance Rights to Steven Johnston	Mgmt	For	For	For
	<p>Voting Policy Rationale: A qualified vote FOR this grant of performance rights to the CEO is warranted. The terms of the proposed equity grant are consistent with shareholder interest and the quantum of the grant is in line with market median.* There are three performance metrics,* The number of rights is determined using the prevailing share price,* There is a three-year performance period with an additional deferral period of one year, and* There are appropriate malus and clawback provisions.Persisting corporate governance concerns and inconsistencies with peers especially relates to the short performance period of 3 years (despite the extra one year deferral). Additionally, concerns exist for* Non-disclosure of the Cash ROTE target and stretch performance levels,* False choice offered to shareholders if the resolution is not approved,* Lack of a positive TSR gateway to ensure alignment of bonuses with a return to shareholders (not losing less than the majority of the peer group), and* Payment of dividends on unvested shares when there is no present entitlement until the relevant performance hurdles have been met.</p>				
3a	Elect Duncan West as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
3b	Elect Sylvia Falzon as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
3c	Elect Christine McLoughlin as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
3d	Elect Douglas McTaggart as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
3e	Elect Lindsay Tanner as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## General Mills, Inc.

**Meeting Date:** 09/28/2021

**Country:** USA

**Primary Security ID:** 370334104

**Record Date:** 07/30/2021

**Meeting Type:** Annual

**Ticker:** GIS

**Shares Voted:** 917

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director R. Kerry Clark	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1b	Elect Director David M. Cordani	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1c	Elect Director Jeffrey L. Harmening	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1d	Elect Director Maria G. Henry	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1e	Elect Director Jo Ann Jenkins	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1f	Elect Director Elizabeth C. Lempres	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1g	Elect Director Diane L. Neal	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1h	Elect Director Steve Odland	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1i	Elect Director Maria A. Sastre	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1j	Elect Director Eric D. Sprunk	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1k	Elect Director Jorge A. Uribe	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Performance equity accounts for half of the total long-term incentive award mix and utilizes multi-year performance measurement periods. In addition, the annual incentive is predominantly based on pre-set financial goals.				
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## General Mills, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Eliminate Supermajority Vote Requirement	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this proposal is warranted given that the elimination of supermajority vote requirements is considered a best practice in corporate governance. However, this proposal will have no impact on voting by common shareholders, and the company does not currently have outstanding preferred shares.</p>					

## ASM International NV

<b>Meeting Date:</b> 09/29/2021	<b>Country:</b> Netherlands	<b>Primary Security ID:</b> N07045201
<b>Record Date:</b> 09/01/2021	<b>Meeting Type:</b> Extraordinary Shareholders	<b>Ticker:</b> ASM
<b>Shares Voted:</b> 148		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Extraordinary Meeting Agenda Open Meeting	Mgmt			
<p>Voting Policy Rationale: No vote is required for this item.</p>					
2A	Elect Pauline van der Meer Mohr to Supervisory Board	Mgmt	For	For	For
<p>Voting 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.</p>					
2B	Elect Adalio Sanchez to Supervisory Board	Mgmt	For	For	For
<p>Voting 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.</p>					
3	Close Meeting	Mgmt			
<p>Voting Policy Rationale: No vote is required for this item.</p>					

## Diageo Plc

<b>Meeting Date:</b> 09/30/2021	<b>Country:</b> United Kingdom	<b>Primary Security ID:</b> G42089113
<b>Record Date:</b> 09/28/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> DGE
<b>Shares Voted:</b> 494		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Diageo Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Voting 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.				
2	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
3	Approve Final Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.				
4	Elect Lavanya Chandrashekar as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
5	Elect Valerie Chapoulaud-Floquet as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
6	Elect Sir John Manzoni as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
7	Elect Ireena Vittal as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
8	Re-elect Melissa Bethell as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
9	Re-elect Javier Ferran as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
10	Re-elect Susan Kilsby as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
11	Re-elect Lady Mendelsohn as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
12	Re-elect Ivan Menezes as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
13	Re-elect Alan Stewart as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
14	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				

Date range covered: 07/01/2021 to 09/30/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Diageo Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				
17	Authorise Issue of Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
19	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.				
20	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Singapore Exchange Limited

**Meeting Date:** 10/07/2021

**Country:** Singapore

**Primary Security ID:** Y79946102

**Record Date:**

**Meeting Type:** Annual

**Ticker:** S68

**Shares Voted:** 9,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports	Mgmt	For	For	For
	Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.				
2	Approve Final Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.				
3a	Elect Loh Boon Chye as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.				
3b	Elect Subra Suresh as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.				
4	Elect Yeoh Oon Jin as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.				
5	Approve Directors' Fees to be Paid to the Chairman	Mgmt	For	For	For
	Voting Policy Rationale: Director fees in Singapore are usually reasonable. In the absence of known concerns over director fees at the company, a vote FOR these proposals is warranted.				
6	Approve Directors' Fees to be Paid to All Directors (Other than the Chief Executive Officer)	Mgmt	For	For	For
	Voting Policy Rationale: Director fees in Singapore are usually reasonable. In the absence of known concerns over director fees at the company, a vote FOR these proposals is warranted.				
7	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	Voting 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.				
8	Approve Issuance of Shares Pursuant to the Singapore Exchange Limited Scrip Dividend Scheme	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted given that this is a routine dividend proposal.				
9	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the issuance request without preemptive rights is within the recommended limit.				

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Singapore Exchange Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Authorize Share Repurchase Program	Mgmt	For	For	For
Voting 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.					

## CSL Limited

<b>Meeting Date:</b> 10/12/2021	<b>Country:</b> Australia	<b>Primary Security ID:</b> Q3018U109
<b>Record Date:</b> 10/10/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> CSL
<b>Shares Voted:</b> 508		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Brian McNamee as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified. It is noted that Andrew Cuthbertson is classified as a non-independent director given his prior executive role.					
2b	Elect Andrew Cuthbertson as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified. It is noted that Andrew Cuthbertson is classified as a non-independent director given his prior executive role.					
2c	Elect Alison Watkins as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified. It is noted that Andrew Cuthbertson is classified as a non-independent director given his prior executive role.					
2d	Elect Duncan Maskell as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified. It is noted that Andrew Cuthbertson is classified as a non-independent director given his prior executive role.					
3	Approve Remuneration Report	Mgmt	For	For	For
Voting Policy Rationale: A qualified vote FOR the remuneration report (Item 3) is recommended.* The company has again reported steady growth and improved financial performance in FY21.* STI bonuses and LTI vesting are in line with the company's financial performance and shareholder returns, however, the quantum is very high.* There is improved disclosure of the remuneration structure and STI targets and restraint in executive fixed remuneration increases were implemented in FY21.* Further enhancements are disclosed to be scheduled for FY22.The qualification is to highlight persisting concerns that:* The quantum of remuneration paid to the CEO has raised a high-level concern in the quantitative Pay for Performance analysis, 2.2 times the median of the Australian market peers,* Chairman and NEDs fees are well above the median of similar sized Australian companies and peers,* STI bonuses have been reweighted away from financial performance measures with 40 percent based on non-financial measures which are considered to be 'day job' responsibilities,* The LTI is excessive by Australian standards, and the FY21 LTI grant had two tranches with short vesting periods of one and two-years, and the remaining two tranches with vesting periods of three and four years, and* The ROIC hurdle in the LTI is inconsistent with Australian market practices, as it is tested on a rolling seven-year basis which includes the prior four-year results in the seven year performance period, with the next three years' results being the unknown – this is regarded as increasing certainty of achievement and vesting.					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## CSL Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Grant of Performance Share Units to Paul Perreault	Mgmt	For	Against	Against
<p>Voting Policy Rationale: A vote AGAINST the grant of PSUs to CEO Paul Perreault is warranted.* The quantum of the award is excessive,* The seven-year performance period for the ROIC performance measures includes four prior years' performance outcomes that already known and achieved and may allow the performance targets to be achieved with lower performance over three prospective years – this structure may provide for greater certainty of vesting, with the potential of smoothing or duplicating the executive reward for performance that has already been achieved,* The maximum ROIC hurdle have been reduced from 23 percent in the FY21 LTI grant to 21.4 percent, whereas the threshold ROIC remains unchanged at 20 percent – this also represents a very narrow range of performance,* The Investment Hurdle Rate (IHR) gateway measure continues not to be disclosed, and* The Earnings Per Share growth targets have been set at an insufficiently challenging level with a threshold set at 5 percent.</p>					
5	Approve Renewal of Proportional Takeover Approval Provisions in Constitution	Mgmt	For	For	For
<p>Voting 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.</p>					

## Barratt Developments Plc

<b>Meeting Date:</b> 10/13/2021	<b>Country:</b> United Kingdom	<b>Primary Security ID:</b> G08288105
<b>Record Date:</b> 10/11/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> BDEV
<b>Shares Voted:</b> 22,049		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
<p>Voting 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.</p>					
2	Approve Remuneration Report	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this resolution is warranted but not without concerns because:* Mike Scott's, incoming CFO, annual base salary will be set at GBP 480,000 which represents a premium of c. 13.7% over his predecessor's last salary and c. 20% over his current base salary.The main reasons for support are:* His date of appointment is yet to be finalised, and the Company has provided an explanation for his salary level during engagement; and* No other concerns have been identified.</p>					
3	Approve Final Dividend	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</p>					
4	Elect Katie Bickerstaffe as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.</p>					
5	Elect Chris Weston as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.</p>					

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Barratt Developments Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Re-elect John Allan as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.				
7	Re-elect David Thomas as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.				
8	Re-elect Steven Boyes as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.				
9	Re-elect Nina Bibby as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.				
10	Re-elect Jock Lennox as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.				
11	Re-elect Sharon White as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the election/re-election of Katie Bickerstaffe, Chris Weston, John Allan, David Thomas, Steven Boyes, Nina Bibby, Jock Lennox, and Sharon White is warranted as no significant concerns have been identified.				
12	Reappoint Deloitte LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
13	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
14	Authorise EU Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				
15	Approve Increase to the Annual Aggregate Limit on Directors' Fees	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because no significant concerns have been identified.				
16	Authorise Issue of Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Barratt Developments Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
18	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.				
19	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.				

## Commonwealth Bank of Australia

**Meeting Date:** 10/13/2021      **Country:** Australia      **Primary Security ID:** Q26915100  
**Record Date:** 10/11/2021      **Meeting Type:** Annual      **Ticker:** CBA

**Shares Voted:** 3,666

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Catherine Livingstone as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified in relation to these directors.				
2b	Elect Anne Templeman-Jones as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified in relation to these directors.				
2c	Elect Peter Harmer as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified in relation to these directors.				
2d	Elect Julie Galbo as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified in relation to these directors.				
3	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the remuneration report is warranted given that no significant misalignment between pay and performance and shareholder returns has been identified in the period under review. Specific concerns for shareholders include: * Fixed remuneration increases for the CEO and KMPs are in excess of general salary inflation, * A high bias to non-financial outcomes in the STVR with a weighting of 70 percent is problematic, with many of the non-financial objectives appearing little more than bonuses for day job responsibilities, * Lack of disclosure of non-financial targets to justify the board's assessment of performance, * Introduction of a Long Term Alignment award, which has tenure-based service conditions rather than testing of disclosed and rigorous performance hurdles.				

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Commonwealth Bank of Australia

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Grant of Restricted Share Units and Performance Rights to Matt Comyn	Mgmt	For	Against	Against
	<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted. While the grant of performance rights is aligned with shareholder interests of a four-year performance period with additional deferral and vesting subject to relative TSR compared to two disclosed peer groups, concerns are raised for the inconsistency of the RSUs with shareholder interests.* The quantum of the long-term award has increased substantially due to an 8.7 percent increase in the CEO's fixed remuneration which is well above general salary inflation.* The grant of RSUs is valued at \$1.75 million and subject only to ongoing service and board discretion to apply malus and clawback provisions. Without disclosure of substantive performance conditions, this component of the award essentially represents deferred fixed remuneration issued as equity. The case has not been made by the bank to support the grant of RSUs which are considered to represent a problematic pay practice in the Australian market and inconsistent with shareholder interests and expectations for long term equity grants. Concern is also raised how the board has made the case to shareholders that the APRA regulatory standard on remuneration (CPS 511) has been satisfied through the grant of RSUs given the absence of appropriate disclosure of rigorous non-financial performance measures.</p>				
5a	Approve the Amendments to the Company's Constitution	SH	Against	Against	Against
	<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted, as the request to amend the company's constitution is potentially broad with no regulatory framework to oversee shareholder proposals. The Board has confirmed its willingness to consult with the shareholder proponents with a view to addressing shareholder requirements.</p>				
5b	Approve Transition Planning Disclosure	SH	Against	For	For
	<p>Voting 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.</p>				

## Dexus

Meeting Date: 10/19/2021

Country: Australia

Primary Security ID: Q318A1104

Record Date: 10/17/2021

Meeting Type: Annual

Ticker: DXS

Shares Voted: 12,867

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	Against	Against
	<p>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted. A misalignment of pay, performance and shareholder outcomes is observed and certain problematic pay practices in connection with the grant of retention rights to executives (including the CEO) are inconsistent with shareholder interests and outcomes.* STI bonuses are materially higher than in the prior year and at maximum, LTI vesting is at maximum and the board has approved a grant of retention rights compounding misalignment with shareholder interests.* The rigor of STI performance hurdles is questioned given threshold AFFO growth per security is negative 1 percent and target at 0 percent growth.* Non-financial objectives in the FY21 STI are questioned in offering bonuses for the "day job", with disclosure indicating that these have been consistently achieved since FY14* The retention rights granted to the non-CEO executives are subject to employment and time-based vesting, with no performance conditions.* The CEO's retention rights are subject to non-financial performance measures with unclear performance hurdles, raising concerns for increased certainty of vesting and misalignment of board discretion with shareholder outcomes.* The vesting of the retention rights will commence within three years from the date of grant, which is inconsistent with the long-term focus of investors.* The board introduced a below the range threshold for AFFO growth in the FY21 LTI, where 25 percent of the AFFO component would vest if the target was not achieved, whereas previously there was no bonus</p>				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Dexus

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Grant of Performance Rights to Darren Steinberg	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this resolution is warranted.* Non-financial measures have been introduced to this FY22 LTI, representing 20 percent, which appears to be assessed against "day job" duties (eg development, investment and divestment, and growth in funds management); and* Concerns for the rigor of targets are noted.				
3.1	Elect Warwick Negus as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent director nominees Warnick Negus, Penny Bingham-Hall, and Tonianne Dwyer is warranted, as no material issues have been identified regarding these director nominees in respect of board and committee composition. However, given concerns raised in regard to problematic pay practices, a qualification is raised regarding the re-election of the chair of the remuneration committee, Penny Bingham-Hall.				
3.2	Elect Penny Bingham-Hall as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent director nominees Warnick Negus, Penny Bingham-Hall, and Tonianne Dwyer is warranted, as no material issues have been identified regarding these director nominees in respect of board and committee composition. However, given concerns raised in regard to problematic pay practices, a qualification is raised regarding the re-election of the chair of the remuneration committee, Penny Bingham-Hall.				
3.3	Elect Tonianne Dwyer as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent director nominees Warnick Negus, Penny Bingham-Hall, and Tonianne Dwyer is warranted, as no material issues have been identified regarding these director nominees in respect of board and committee composition. However, given concerns raised in regard to problematic pay practices, a qualification is raised regarding the re-election of the chair of the remuneration committee, Penny Bingham-Hall.				
4	Approve Amendments to the Constitutions	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this resolution is warranted.* The proposed new constitution includes wording that could permit general meetings to be held by virtual-only means.* While there is recognition of the benefits of increased participation at shareholder meetings via electronic means, concerns are raised for any moves to completely eliminate any physical attendance at a meetings. Virtual-only meetings may impact on shareholder rights in holding directors publicly accountable and may hinder meaningful exchanges between directors and shareholders.* It is also recognised that there is a case for greater flexibility in meeting formats given the current global health pandemic; however, this has been addressed by the temporary relief announced by the Australian Government on 10 August 2021 which allows companies to hold virtual meetings and use electronic communications to send meeting materials and execute documents until 31 March 2022. Accordingly, there appears no benefit to shareholders from approving this provision at present.* Going forward, constitutional language reflecting a hybrid meeting format, which provides for physical attendance concurrently with the use of virtual technology to hold meetings, would not negatively impact shareholder rights (compared with a virtual-only meeting format) and would represent the preferences of shareholders.				

## Tabcorp Holdings Limited

**Meeting Date:** 10/19/2021

**Country:** Australia

**Primary Security ID:** Q8815D101

**Record Date:** 10/17/2021

**Meeting Type:** Annual

**Ticker:** TAH

**Shares Voted:** 19,946

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Harry Boon as Director	Mgmt	For	For	For

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Tabcorp Holdings Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Voting Policy Rationale: A vote FOR independent non-executive directors Harry Boon, Steven Gregg, and Janette Kendall is warranted, as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues.				
2b	Elect Steven Gregg as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent non-executive directors Harry Boon, Steven Gregg, and Janette Kendall is warranted, as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues.				
2c	Elect Janette Kendall as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR independent non-executive directors Harry Boon, Steven Gregg, and Janette Kendall is warranted, as no material issues have been identified regarding these director nominees in respect of board and committee composition, nor any wider corporate governance issues.				
3	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the resolution is warranted. The company's remuneration structure and practices are broadly in line with market and no material misalignment is identified between pay, performance and shareholder outcomes for FY21.* There was no increase in CEO, executive and NED remuneration in FY21.* While high and appearing to involve board discretion, STI bonuses for FY21 were disclosed to be reduced by the board to align with the company's access to government JobKeeper subsidies and having stood down employees, and* LTI vesting in FY21 was at 52 percent which sufficiently aligns with average shareholder returns over the performance period. THE qualification is to highlight primary concerns for persist poor and absence non-disclosure of STI performance targets and the weighting to each performance metric, which is inconsistent with market practice among larger ASX-listed entities. The inclusion of a large individual component in the STI further raises concerns for the discretionary nature of the STI bonus, given that the limited disclosure may indicate that this relates to 'day job' responsibilities.				
4	Approve Grant of Performance Rights to David Attenborough	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the grant of performance rights to CEO David Attenborough is warranted. The qualification is to highlight concerns that* The quantum of the award of \$3 million is excessive compared to market median.* The CEO has announced his intentions to retire upon completion of the demerger, which is expected to be completed in 2022.* This grant is inconsistent with local and global market practices, where LTI grants are not made to executives before their planned retirement. The primary reason for support is that the board has disclosed that if the demerger is completed in June 2022, between 75% and 80% of the performance rights will lapse and the CEO will retain between 20% to 25% of the performance rights.				

## Svenska Handelsbanken AB

**Meeting Date:** 10/21/2021

**Country:** Sweden

**Primary Security ID:** W9112U104

**Record Date:** 10/13/2021

**Meeting Type:** Extraordinary Shareholders

**Ticker:** SHB.A

**Shares Voted:** 16,572

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting	Mgmt			
	Voting Policy Rationale: These are routine meeting formalities.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Svenska Handelsbanken AB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Elect Chairman of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3.a	Designate Maria Sjostedt as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3.b	Designate Karl Aberg as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
4	Prepare and Approve List of Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
5	Approve Agenda of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
6	Acknowledge Proper Convening of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
7.a	Approve Transaction with a Related Party	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted because of a lack of concern regarding the proposed transaction.				
7.b	Approve Distribution of Shares in AB Industrivarden to Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted because of a lack of concern regarding the proposed transaction.				
8	Close Meeting	Mgmt			
	Voting Policy Rationale: This is a non-voting formality.				

## Wesfarmers Limited

**Meeting Date:** 10/21/2021

**Country:** Australia

**Primary Security ID:** Q95870103

**Record Date:** 10/19/2021

**Meeting Type:** Annual

**Ticker:** WES

**Shares Voted:** 2,011

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Simon William (Bill) English as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no corporate governance issues have been identified.				
2b	Elect Vanessa Miscamble Wallace as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no corporate governance issues have been identified.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Wesfarmers Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2c	Elect Anil Sabharwal as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no corporate governance issues have been identified.				
2d	Elect Alison Mary Watkins as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no corporate governance issues have been identified.				
2e	Elect Alan John Cransberg as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no corporate governance issues have been identified.				
3	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR this resolution is warranted. No significant disconnect between pay and performance and shareholder outcomes has been observed for the period under review. Pay outcomes are significant and near maximum, with financial performance and share price appreciation increasing in FY21. The qualification is to highlight primary concerns for the following matters: * High weighting to non-financial measures in the KEEPP combined incentive plan, * Poor disclosure of certain non-financial targets making it difficult for shareholders to assess the rigor of targets and the true level of performance to justify the high bonuses, * Dividends on unvested shares when there is no present entitlement to dividends or share until vesting, * The proposed top-up of the KEEPP award in instances where the annual assessment is less than 100 percent of fixed remuneration provides a minimum bonus which appears misaligned with shareholders, and * Disclosed fixed remuneration increases certain executives in FY22 are well above general salary inflation.				
4	Approve Grant of KEEPP Deferred Shares and KEEPP Performance Shares to Robert Scott	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the grant of deferred shares and performance shares to CEO Rob Scott is warranted. The major concern for shareholders is that the KEEPP award for FY21 has been assessed at \$7,369,402 which is close to the maximum award opportunity. This is very high, which some shareholders may consider as excessive at this level. While it reflects the improved financial performance in FY21 it also includes a significant component (40 percent) based on achieving non-financial measures which appear to represent day-job duties and include many stay-in-business objectives. Nevertheless, financial and business objectives in FY21 were well achieved above stretch, which supports this recommendation.				
5	Approve Return of Capital to Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted, given that the capital reduction will apply equally to all shares, and no governance concerns have been identified.				

## Insurance Australia Group Ltd.

**Meeting Date:** 10/22/2021

**Country:** Australia

**Primary Security ID:** Q49361100

**Record Date:** 10/20/2021

**Meeting Type:** Annual

**Ticker:** IAG

**Shares Voted:** 24,140

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

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Insurance Australia Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	<p>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted. An elevated level of concern is identified for misalignment of pay, performance and shareholder outcomes in quantitative pay-for-performance analysis. Bonus outcomes appear excessive and have been significantly increased from the prior year, being inconsistent with the reported loss and fixed financial performance and underperforming shareholder returns. Supporting reasons for this recommendation include:* A higher weighting to non-financial measures for the STI which are difficult to justify as a being worthy of a bonus given that the nature of these measures appear to be part of executives' day job duties,* Non-disclosure of financial targets in the STI does not allow shareholders to independently assess the rigor of STI targets and justify bonuses, being inconsistent with good governance and shareholder expectations for transparency presented by other large Australian companies,* Concerns have been previously raised regarding the rigor of the Absolute ROE performance measure in the LTI which is assessed against a multiple of WACC – this measure has consistently provided for vesting, even over recent years where the company has underperformed GICS and index peers,* Awarding of additional fees to directors who chair the boards of wholly owned subsidiary companies represents concerning governance practice and creates the potential for conflict of interests, and* The fixed remuneration increase of 12.5 percent for the CEO in FY22 is well above general salary inflation and will lead to a significant uplift in variable award opportunity in the STI and LTI, being inconsistent with the company performance and shareholder outcomes.</p>				
2	Elect Michelle Tredenick as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
3	Elect David Armstrong as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
4	Elect George Sartorel as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material governance issues have been identified.</p>				
5	Approve Issuance of Share Rights to Nick Hawkins	Mgmt	For	For	For
	<p>Voting Policy Rationale: A qualified vote FOR this resolution is warranted. These resolutions are the same as in prior years, including approval of the deferred STI and the FY22 LTI grant. Concerns are noted for the following* The quantum of CEO's LTI award opportunity has risen significantly in FY22 following a generous increase in fixed remuneration after one year in the role. This LTI grant is now above the median of similar sized companies and peers.* The rigor of the Cash ROE performance measure in the LTI grant continues to warrant increased scrutiny given that it has historically provided a high level of vesting despite weak performance and shareholder returns.* The deferred STI may be regarded as excessive given the issues raised in regard to the remuneration report.</p>				

## Woolworths Group Limited

<b>Meeting Date:</b> 10/27/2021	<b>Country:</b> Australia	<b>Primary Security ID:</b> Q98418108
<b>Record Date:</b> 10/25/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> WOW
<b>Shares Voted:</b> 3,161		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Gordon Cairns as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.</p>				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Woolworths Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2b	Elect Maxine Brenner as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.				
2c	Elect Philip Chronican as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.				
3	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the Remuneration Report is warranted. No material misalignment between pay, performance and shareholder outcomes has been observed for the period under review. Concerns for shareholders are in relation to the LTI:* Absence of disclosure for the ROFE and Sales per sqm targets in the FY21 LTI award, and* A 20 percent portion of the new FY22 LTI will be allocated to a non-financial performance measure, Reputation. This is considered to be problematic and misaligned with improved company performance and shareholder interests. It appears in the nature of a bonus for the 'day job' responsibilities of the CEO and executives, or alternatively, a bonus for the company and executives "not doing the wrong thing" in regard to something which could damage reputation.				
4	Approve Grant of Performance Share Rights to Brad Banducci	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the grant of rights to CEO is warranted. The structure of the grant mostly consistent with prior year grants.Concerns for shareholders include:* The high quantum of award above market median,* The award of dividends on unvested shares paid during the performance period in the form of additional shares allocated on any rights that vest,* Performance targets for the two internal performance measures representing 60 percent of the award (ie. in regard to the ROFE and Reputation performance measures) are not disclosed in advance, and preventing shareholders from assessing their rigor,* Inclusion of a new Reputation non-financial measure for 20 percent of the LTI award is problematic and inappropriate. Managing the company's reputation is part of the CEO's (and executives') core 'day job' responsibilities. This performance measure appears to create a bonus "for not doing the wrong thing" rather than a bonus which is aligned with improved shareholder outcomes and an improvement in the company's performance, and* The TSR measure does not have a positive TSR gateway to ensure vesting of bonuses is aligned with a positive return to shareholders.Concerns are highlighted regarding the opaque and potentially discretionary reputational non-financial performance measure, which increase certainty of higher-level vesting. The case has not been made for any alignment with improved shareholder wealth outcomes. Shareholders may seek to express their concerns regarding the suitability, or otherwise, of the Reputation non-financial performance measure.				
5	Approve Non-Executive Directors' Equity Plans	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the Non-Executive Director Equity Plans is warranted.* This will allow directors to increase their shareholdings in the company under a "salary sacrifice" arrangement of up to 100 percent of NED fees.* There are tax deferral opportunities available to directors who participate in this plan.* The awards are not performance based and should not impair the independence of directors.				

## Sun Hung Kai Properties Limited

Meeting Date: 11/04/2021

Country: Hong Kong

Primary Security ID: Y82594121

Record Date: 10/29/2021

Meeting Type: Annual

Ticker: 16

Shares Voted: 10,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Sun Hung Kai Properties Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Voting 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.				
2	Approve Final Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.				
3.1a	Elect Wong Chik-wing, Mike as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote AGAINST the reelection of Xiangdong Wu is warranted for failing to attend at least 75 percent of board meetings in the most recent fiscal year, without a satisfactory explanation. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.				
3.1b	Elect Li Ka-cheung, Eric as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote AGAINST the reelection of Xiangdong Wu is warranted for failing to attend at least 75 percent of board meetings in the most recent fiscal year, without a satisfactory explanation. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.				
3.1c	Elect Leung Ko May-ye, Margaret as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote AGAINST the reelection of Xiangdong Wu is warranted for failing to attend at least 75 percent of board meetings in the most recent fiscal year, without a satisfactory explanation. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.				
3.1d	Elect Wu Xiang-dong as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST the reelection of Xiangdong Wu is warranted for failing to attend at least 75 percent of board meetings in the most recent fiscal year, without a satisfactory explanation. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.				
3.1e	Elect Kwok Kai-chun, Geoffrey as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote AGAINST the reelection of Xiangdong Wu is warranted for failing to attend at least 75 percent of board meetings in the most recent fiscal year, without a satisfactory explanation. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.				
3.1f	Elect Kwok Kai-fai, Adam as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote AGAINST the reelection of Xiangdong Wu is warranted for failing to attend at least 75 percent of board meetings in the most recent fiscal year, without a satisfactory explanation. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.				
3.2	Approve Directors' Fees	Mgmt	For	For	For
	Voting Policy Rationale: Director fees at Hong Kong-listed companies are usually reasonable. In the absence of known concerns over director remuneration at the company, a vote FOR this proposal is warranted.				
4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	Voting 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.				
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues concerning the proposed share repurchase.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Sun Hung Kai Properties Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
Voting Policy Rationale: A vote AGAINST the general share issuance mandate in Item 6 is warranted given that the company has not specified the discount limit.A vote AGAINST the share reissuance request in Item 7 is warranted given that the reissuance of repurchased shares would cause the aggregate share issuance limit to exceed 10 percent and the discount limit has not been specified.					
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
Voting Policy Rationale: A vote AGAINST the general share issuance mandate in Item 6 is warranted given that the company has not specified the discount limit.A vote AGAINST the share reissuance request in Item 7 is warranted given that the reissuance of repurchased shares would cause the aggregate share issuance limit to exceed 10 percent and the discount limit has not been specified.					
8	Adopt New Share Option Scheme of SmarTone Telecommunications Holdings Limited	Mgmt	For	Against	Against
Voting Policy Rationale: A vote AGAINST the proposed Subsidiary Scheme is warranted given the following:* SmarTone could be considered a mature company, and the limit under the Subsidiary Scheme, together with other share incentive schemes of SmarTone, exceeds 5 percent of the SmarTone's issued capital.* Performance conditions and meaningful vesting periods attached to the options to be granted under the Subsidiary Scheme have not been disclosed; and* The SmarTone directors eligible to receive options under the Subsidiary Scheme are involved in the administration of the Subsidiary Scheme.					

## Lam Research Corporation

<b>Meeting Date:</b> 11/08/2021	<b>Country:</b> USA	<b>Primary Security ID:</b> 512807108
<b>Record Date:</b> 09/09/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> LRCX
<b>Shares Voted:</b> 346		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Sohail U. Ahmed	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1.2	Elect Director Timothy M. Archer	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1.3	Elect Director Eric K. Brandt	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1.4	Elect Director Michael R. Cannon	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1.5	Elect Director Catherine P. Lego	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Lam Research Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.6	Elect Director Bethany J. Mayer	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.7	Elect Director Abhijit Y. Talwalkar	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.8	Elect Director Lih Shyng (Rick L.) Tsai	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.9	Elect Director Leslie F. Varon	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While concern remains about the relatively vague disclosure with regards to the half of the annual incentives that is based on individual performance, the other half of the annual incentive payouts were contingent on a pre-set financial goal, and half of the long-term incentives are performance based.				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				

## Fortescue Metals Group Ltd.

**Meeting Date:** 11/09/2021

**Country:** Australia

**Primary Security ID:** Q39360104

**Record Date:** 11/07/2021

**Meeting Type:** Annual

**Ticker:** FMG

**Shares Voted:** 11,743

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the remuneration report is warranted. No material misalignment between pay, performance and shareholder outcomes has been identified for the period under review. The board took a harsh position in exercising discretion where,* the STI bonus to the CEO, CFO and COO were reduced to nil, despite the stellar financial results of the company, and* the vesting of the FY19 LTI grant was significantly reduced, despite the Board's disclosure that 100 percent could have vested - the board took account of the significant increase in the price of iron over the period which was disclosed to be outside the control of management and which in turn had a significant impact of the company's profitability and shareholder returns. Nevertheless, certain concerns continue to be highlighted regarding the structure of remuneration, including:* Continued use of cliff vesting in the STI,* Duplication of STI and LTI performance measures, namely the non-financial and strategic metrics,* Awarding STI rights at the beginning of the annual performance year allowing executives to receive additional benefit from share price growth over the course of the year.* The use of a high percentage devoted to strategic objectives in the LTI in the absence of any clear disclosure to justify alignment with shareholder interests, and* The level of discretion afforded to the Board may not always be applied in alignment with shareholder interests.				
2	Elect Sebastian Coe as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Fortescue Metals Group Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Elect Jean Baderschneider as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.				
4	Elect Cao Zhiqiang as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.				
5	Approve Fortescue Metals Group Ltd Performance Rights Plan	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the Performance Rights Plan is warranted given the structure of the award is consistent with shareholder expectations and the broader framework of the plan is in line with market practice. This represents the equity incentive framework across the company for all employees. However, shareholders may be concerned about the level of discretion afforded to the board regarding the terms of the plan or any awards granted pursuant to the plan.				
6	Approve Issuance of Performance Rights to Elizabeth Gaines	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this resolution is warranted because of concerns for problematic pay practices including:* Insufficient disclosure of performance targets and weightings for the STI award,* Duplication of performance metrics in both the STI and LTI,* Granting STI rights to the CEO at the beginning of the FY22 performance period provides an opportunity for additional benefit to be gained from share price appreciation prior to the Award being earned and above the disclosed STI value that shareholders are being asked to approve,* Excessive weighting to strategic measures in the LTI award is not in line with market, and* The Average Return on Equity metric appears to be insufficiently challenging.				
7	Approve the Amendments to the Company's Constitution	SH	Against	Against	Against
	Voting Policy Rationale: A vote AGAINST this resolution is warranted, as the request to amend the company's constitution is potentially broad with no regulatory framework to oversee shareholder proposals. The company has confirmed its willingness to engage with shareholders and other stakeholder groups with a view to addressing their concerns.				
8	Approve Support for Improvement to Western Australian Cultural Heritage Protection Law	SH	Against	For	For
	Voting Policy Rationale: On balance, shareholder support FOR this resolution is warranted because:* The Interim Report and the Final report of the Senate Standing Committee on Northern Australia has recommended review and amendment of the Aboriginal Cultural Heritage Bill 2020 (WA) to address various concerns.* The company states it is committed to the protection of Aboriginal heritage and the modernisation of Western Australia's Aboriginal Heritage protection legislation and an increase in voice for aboriginal people, which appears to align with the recommendations in the Standing Committee's Final Report.* The Standing Committee believes that in regard to the ACH Bill, the WA Government should investigate Commonwealth and State government approaches to Aboriginal heritage protection including proposed Commonwealth minimum standards.				

## Automatic Data Processing, Inc.

**Meeting Date:** 11/10/2021

**Country:** USA

**Primary Security ID:** 053015103

**Record Date:** 09/13/2021

**Meeting Type:** Annual

**Ticker:** ADP

**Shares Voted:** 1,891

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Peter Bisson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Automatic Data Processing, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1b	Elect Director Richard T. Clark	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1c	Elect Director Linnie M. Haynesworth	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1d	Elect Director John P. Jones	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1e	Elect Director Francine S. Katsoudas	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1f	Elect Director Nazzic S. Keene	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1g	Elect Director Thomas J. Lynch	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1h	Elect Director Scott F. Powers	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1i	Elect Director William J. Ready	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1j	Elect Director Carlos A. Rodriguez	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1k	Elect Director Sandra S. Wijnberg	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Concerns are raised by the company's significant reduction in incentive target goals, as a majority of these targets were set well below the prior year's achievements, in some cases to negative levels. Although above-target incentive payouts have not resulted in a misalignment between pay and performance, the structure of the annual incentive programs also raises concerns, as strategic goals comprise a significant portion of the award and specific strategic targets and achievements remain undisclosed. Continued monitoring of goal rigor and disclosures is warranted.				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
4	Report on Workforce Engagement in Governance	SH	Against	Against	Against
	Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company's current board framework and disclosures appear to be providing it with adequate oversight of its workforce issues.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## BHP Group Limited

**Meeting Date:** 11/11/2021

**Country:** Australia

**Primary Security ID:** Q1498M100

**Record Date:** 11/09/2021

**Meeting Type:** Annual

**Ticker:** BHP

**Shares Voted:** 7,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting 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.				
2	Appoint Ernst & Young LLP as Auditor of the Company	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
3	Authorize the Risk and Audit Committee to Fix Remuneration of the Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				
4	Approve General Authority to Issue Shares in BHP Group Plc	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
5	Approve General Authority to Issue Shares in BHP Group Plc for Cash	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
6	Approve the Repurchase of Shares in BHP Group Plc	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.				
7	Approve Remuneration Report for UK Law Purposes	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the remuneration report is considered warranted, although it is not without concerns.* As raised previously, the CEO's salary is competitively positioned, especially in the context of the variable pay opportunity.* Concerns are raised regarding the operation of the annual bonus – the ROCE target range was reduced in FY2021 and bonus awards granted are higher than the previous year. Structural issues remain with the significant weighting of personal objectives and the high on-target opportunity.* Due to the significant recovery in the Company's share price since the start of the performance period, there was a substantial increase in the value of the CEO's 2016 LTIP award which vested in full in August 2021. The main reasons for support are:* There is no clear disconnect between pay and performance and no further material concerns have been identified.* Additionally, the Remuneration Committee exercised discretion and reduced the HSEC outcome under the annual bonus by 10% as the Committee determined that there is scope for improvement in work streams and integrated planning in this area.* With regard to the LTIP vesting in FY2021, it is taken account that the awards were reduced at grant and the Committee undertook a further review to ensure that TSR performance was not inappropriately enhanced by the lower share price in the starting position of the performance period.				

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

**BHP Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Remuneration Report for Australian Law Purposes	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR the remuneration report is considered warranted, although it is not without concerns.* As raised previously, the CEO's salary is competitively positioned, especially in the context of the variable pay opportunity.* Concerns are raised regarding the operation of the annual bonus – the ROCE target range was reduced in FY2021 and bonus awards granted are higher than the previous year. Structural issues remain with the significant weighting of personal objectives and the high on-target opportunity.* Due to the significant recovery in the Company's share price since the start of the performance period, there was a substantial increase in the value of the CEO's 2016 LTIP award which vested in full in August 2021. The main reasons for support are:* There is no clear disconnect between pay and performance and no further material concerns have been identified.* Additionally, the Remuneration Committee exercised discretion and reduced the HSEC outcome under the annual bonus by 10% as the Committee determined that there is scope for improvement in work streams and integrated planning in this area.* With regard to the LTIP vesting in FY2021, it is taken account that the awards were reduced at grant and the Committee undertook a further review to ensure that TSR performance was not inappropriately enhanced by the lower share price in the starting position of the performance period.</p>				
9	Approve Grant of Awards to Mike Henry	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</p>				
10	Elect Terry Bowen as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
11	Elect Malcolm Broomhead as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
12	Elect Xiaoqun Clever as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
13	Elect Ian Cockerill as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

**BHP Group Limited**

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
14	Elect Gary Goldberg as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
15	Elect Mike Henry as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
16	Elect Ken MacKenzie as Director	Mgmt	For	Against	Against
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
17	Elect John Mogford as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
18	Elect Christine O'Reilly as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				
19	Elect Dion Weisler as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee Chair Kenneth (Ken) MacKenzie is warranted for lack of diversity on the board. 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 board chair Kenneth (Ken) MacKenzie are warranted given that the 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. Votes FOR the remaining nominees are warranted at this time.</p>				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## BHP Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
20	Approve Climate Transition Action Plan	Mgmt	For	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted given concerns with the company's scope 3 targets. The company's pursuit of its long-term goal of net zero scope 3 GHG emissions by 2050 is dependent on the divestment of its oil and gas business and the sale of its interest in Cerrejon. Further, it also relies on technology innovations relating to the main business of steelmaking which presents material risks in the long-term and of which are still ongoing. Additionally, the company's public commitments have not been approved by the Science Based Targets Initiative (SBTi).</p>					
21	Amend Constitution of BHP Group Limited	SH	Against	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the scope of the request to amend the Company's constitution is potentially broad with no regulatory framework to oversee shareholder proposals. The Board reiterates that shareholders are able to communicate and engage with the management of BHP at any time, including at AGMs. The Board also intends to allow a reasonable opportunity at the AGM to take questions from shareholders regarding these items.</p>					
22	Approve Climate-Related Lobbying	SH	For	For	For
<p>Voting Policy Rationale: A vote FOR this resolution is warranted:* The Company and the shareholder proponents are in agreement in supporting this resolution which will strengthen the Company's review of industry associations in line with the goals of the Paris Agreement. The resolution also states that where an industry association's advocacy is inconsistent with the Paris Agreement, the Company may suspend or conclude membership.* Although the Board does not agree with the supporting statement of the shareholder Proponent which raises concerns about the advocacy of industry associations, the proposed resolution is substantively aligned with the Group's existing approach and as such, the Board recommends that shareholders support the resolution.</p>					
23	Approve Capital Protection	SH	Against	For	For
<p>Voting Policy Rationale: A vote FOR this resolution is warranted given that shareholders are likely to benefit from a regular review and additional disclosure on how the company's capital expenditure and operations are managed in a manner consistent with the climate goals of the Paris Agreement and net-zero emissions scenario.</p>					

## Computershare Limited

**Meeting Date:** 11/11/2021

**Country:** Australia

**Primary Security ID:** Q2721E105

**Record Date:** 11/09/2021

**Meeting Type:** Annual

**Ticker:** CPU

**Shares Voted:** 12,820

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Elect Lisa Gay as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR the re-election of Lisa Gay (Item 2) and Paul Reynolds (Item 3) and the election of John Nendick (Item 4) is warranted as no material issues have been identified regarding her nomination in respect of board and committee composition.</p>					
3	Elect Paul Reynolds as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR the re-election of Lisa Gay (Item 2) and Paul Reynolds (Item 3) and the election of John Nendick (Item 4) is warranted as no material issues have been identified regarding her nomination in respect of board and committee composition.</p>					

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Computershare Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Elect John Nendick as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the re-election of Lisa Gay (Item 2) and Paul Reynolds (Item 3) and the election of John Nendick (Item 4) is warranted as no material issues have been identified regarding her nomination in respect of board and committee composition.				
5	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR this resolution is warranted. Excluding margin income, which was impacted by historically low global interest rates, the company's FY21 operational results were positive and share prices have recovered from the prior year. This is aligned with STI outcomes which were paid above target. In addition, no LTI vested in FY21, which is aligned with flat shareholder returns over the three-year performance period. However, changes to the STI and LTI and other perennial practices have raised structural concerns. The key concerns are as follows:* The level of the CEO's total pay triggered a high level of concern for misalignment in the Sustainability Advisory Services quantitative pay for performance analysis;* The board replaced the STI's EPS component with a more subject measure of strategic objectives;* While STI weightings were disclosed this year, it revealed that a majority of the STI is weighted on non-financial metrics;* Non-disclosure of STI targets and the EBITDA budget prevents shareholders from assessing if targets have been set at sufficiently challenging levels;* Many of the non-financial measures in the STI are considered part of the CEO's core job responsibilities for which fixed remuneration is paid;* STI bonuses were earned above target despite declining statutory NPAT and EPS;* Half of the FY21 LTI is in the form of SARs which is based on share price appreciation with no further performance hurdle, which is not sufficiently challenging;* The relative TSR performance hurdle in the LTI lacks a positive TSR gateway which could result in shares being earned despite negative shareholder returns;* The quantum of the STI outcomes and LTI grants are excessive when compared to the peer group median; and* The absence of minimum shareholding requirement hinders alignment of senior executives and directors with shareholder interests.				
6	Approve Grant of Performance Rights to Stuart Irving	Mgmt	For	For	For
	Voting Policy Rationale: A qualified FOR this resolution is warranted because the terms of the LTI are broadly in line with market expectations having appropriate performance criteria (e.g. relative TSR, EPS and ROIC growth), three-year performance period and vesting should generally align with shareholders' outcomes. However, this qualification is due to the excessive value of the award having increased significantly in recent years and being more than twice the value of LTI awards at similar size companies and 3.5 times the median of the peer group.				
7	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the proposed increase in the non-executive directors' aggregate fee pool is warranted. Non-executive director fees are presently lower than the median of ASX-listed market cap peers and an industry peer group. The company discloses that given that the US component of its business will increase significantly, there is a requirement to appointment additional US-based directors. Additionally, the company intends to undertaken a chair succession which will also result in an adjustment of the chair's fees. Accordingly, support for this proposal is on the basis of the intention to undertake board refreshment, appointment of additional offshore directors predominantly from the US, a potential overlap of directors as part of orderly succession and an increase in individual directors' fees, which are presently below the median of peers. Concerns are highlighted that the proposed increase of 30 percent in the non-executive director fee pool is significant.				

## Industrivarden AB

Meeting Date: 11/23/2021

Country: Sweden

Primary Security ID: W45430100

Record Date: 11/15/2021

Meeting Type: Extraordinary Shareholders

Ticker: INDU.A

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Industrivarden AB

Shares Voted: 254

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Chairman of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
2	Designate Inspector(s) of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3	Prepare and Approve List of Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
4	Approve Agenda of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
5	Acknowledge Proper Convening of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
6.a	Approve SEK 8.3 Million Reduction in Share Capital via Share Cancellation for Transfer to Unrestricted Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted as it may improve the efficiency of the balance sheet.				
6.b	Approve Capitalization of Reserves of SEK 8.3 Million for a Bonus Issue	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted as it may improve the efficiency of the balance sheet.				

## Microsoft Corporation

Meeting Date: 11/30/2021

Country: USA

Primary Security ID: 594918104

Record Date: 09/30/2021

Meeting Type: Annual

Ticker: MSFT

Shares Voted: 3,232

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Reid G. Hoffman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.2	Elect Director Hugh F. Johnston	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.3	Elect Director Teri L. List	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Microsoft Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.4	Elect Director Satya Nadella	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.5	Elect Director Sandra E. Peterson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.6	Elect Director Penny S. Pritzker	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.7	Elect Director Carlos A. Rodriguez	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.8	Elect Director Charles W. Scharf	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.9	Elect Director John W. Stanton	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.10	Elect Director John W. Thompson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.11	Elect Director Emma N. Walmsley	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1.12	Elect Director Padmasree Warrior	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. In FY21, CEO Nadella's base salary remained well above the median reported base salary for the Sustainability Advisory Services-selected peer group, as well as for the company's peer group. Further, concerns are raised surrounding the magnitude and design of a new hire grant, which was not performance conditioned. While there are some concerns regarding the company's one-time move to semi-annual performance goals in the FY21 incentive program, LTI changes are reasonable and do not appear to have drastically altered payouts for the most recently completed performance cycle. The company did make several improvements to the pay program in FY21. Performance equity now constitutes 70 percent of the CEO's LTI pay mix, and his STI is predominantly based on pre-set financial metrics. Further, the company's financial performance has been very strong, and the quantitative incentive goals appear rigorous. Nevertheless, shareholders are advised to continue to closely monitor pay program decisions going forward.				
3	Approve Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
	Voting 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 offering period is within the prescribed limits.				
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
5	Report on Gender/Racial Pay Gap	SH	Against	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders could benefit from the median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Microsoft Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Report on Effectiveness of Workplace Sexual Harassment Policies	SH	Against	For	For
<p>Voting Policy Rationale: A vote FOR this proposal is warranted as the company faces potential controversies related to workplace sexual harassment and gender discrimination. Additional information on the company's sexual harassment policies and the implementation of these policies would help shareholders better assess how the company is addressing such risks.</p>					
7	Prohibit Sales of Facial Recognition Technology to All Government Entities	SH	Against	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there does not appear to be strong evidence to suggest that management and the board are neglecting a material risk, and the proposal's request is overly prescriptive.</p>					
8	Report on Implementation of the Fair Chance Business Pledge	SH	Against	For	For
<p>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from additional information allowing them to better assess how the company has implemented the Fair Chance Business Pledge and measure the progress of its various diversity and inclusion initiatives.</p>					
9	Report on Lobbying Activities Alignment with Company Policies	SH	Against	For	For
<p>Voting Policy Rationale: A vote FOR this proposal is warranted, as a report on the congruency of the company's public position with its and its political partners' lobbying positions would provide shareholders needed information about reputational risks that may arise from publicity around perceived inconsistencies.</p>					

## Coloplast A/S

**Meeting Date:** 12/02/2021

**Country:** Denmark

**Primary Security ID:** K16018192

**Record Date:** 11/25/2021

**Meeting Type:** Annual

**Ticker:** COLO.B

**Shares Voted:** 819

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Report of Board	Mgmt			
<p>Voting Policy Rationale: This is a routine, non-voting item.</p>					
2	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</p>					
3	Approve Allocation of Income	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</p>					
4	Approve Remuneration Report	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and broadly in line with market practice in Denmark. However, it must be noted that there is a lack of disclosure concerning ex-post targets used to determine variable pay.</p>					

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Coloplast A/S

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Remuneration of Directors in the Amount of DKK 1.35 Million for Chairman, DKK 787,500 for Deputy Chairman, and DKK 450,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.				
6	Approve Update of the Company's Overall Guidelines for Incentive Pay to the Executive Management	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene market practice. However, the vote is qualified because the company may award discretionary bonuses to the executives.				
7.1	Reelect Lars Soren Rasmussen as Director	Mgmt	For	Abstain	Abstain
	Voting Policy Rationale: A vote FOR candidates Jette Nygaard-Andersen, Carsten Hellmann, Marianne Wiinholt and Annette Bruls is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote to ABSTAIN is warranted for the candidates Lars Rasmussen and Niels Peter Louis-Hansen due to their non-independent status on a board with an insufficient level of overall independence.				
7.2	Reelect Niels Peter Louis-Hansen as Director	Mgmt	For	Abstain	Abstain
	Voting Policy Rationale: A vote FOR candidates Jette Nygaard-Andersen, Carsten Hellmann, Marianne Wiinholt and Annette Bruls is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote to ABSTAIN is warranted for the candidates Lars Rasmussen and Niels Peter Louis-Hansen due to their non-independent status on a board with an insufficient level of overall independence.				
7.3	Reelect Jette Nygaard-Andersen as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Jette Nygaard-Andersen, Carsten Hellmann, Marianne Wiinholt and Annette Bruls is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote to ABSTAIN is warranted for the candidates Lars Rasmussen and Niels Peter Louis-Hansen due to their non-independent status on a board with an insufficient level of overall independence.				
7.4	Reelect Carsten Hellmann as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Jette Nygaard-Andersen, Carsten Hellmann, Marianne Wiinholt and Annette Bruls is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote to ABSTAIN is warranted for the candidates Lars Rasmussen and Niels Peter Louis-Hansen due to their non-independent status on a board with an insufficient level of overall independence.				
7.5	Reelect Marianne Wiinholt as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Jette Nygaard-Andersen, Carsten Hellmann, Marianne Wiinholt and Annette Bruls is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote to ABSTAIN is warranted for the candidates Lars Rasmussen and Niels Peter Louis-Hansen due to their non-independent status on a board with an insufficient level of overall independence.				
7.6	Elect Annette Bruls as New Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Jette Nygaard-Andersen, Carsten Hellmann, Marianne Wiinholt and Annette Bruls is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote to ABSTAIN is warranted for the candidates Lars Rasmussen and Niels Peter Louis-Hansen due to their non-independent status on a board with an insufficient level of overall independence.				
8	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Coloplast A/S

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Other Business	Mgmt			
Voting Policy Rationale: This is a routine, non-voting item.					

## Ferguson Plc

<b>Meeting Date:</b> 12/02/2021	<b>Country:</b> Jersey	<b>Primary Security ID:</b> G3421J106
<b>Record Date:</b> 11/30/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> FERG
<b>Shares Voted:</b> 2,051		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
Voting 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.					
2	Approve Remuneration Report	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the remuneration report is considered warranted, although it is not without concerns:* CFO Bill Brundage was granted a c. 9% salary increase for FY2022.* A portion of the annual bonus awards is based on personal targets and retrospective disclosure on performance achieved is only disclosed a year after the end of the relevant financial year.The main reasons for support are:* As discussed upon his appointment last year, Bill Brundage was appointed at a lower salary than his predecessor, with above-inflationary increases proposed as he developed in the role.* No obvious disconnect has been identified regarding the alignment of pay and performance.* A post-cessation shareholding requirement has been introduced following shareholder feedback and the CEO's shareholding requirement has been increased from 350% to 500% of salary.					
3	Approve Final Dividend	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.					
4	Elect Kelly Baker as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					
5	Elect Brian May as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					
6	Elect Suzanne Wood as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					
7	Re-elect Bill Brundage as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					
8	Re-elect Geoff Drabble as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.					

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Ferguson Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Re-elect Catherine Halligan as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
10	Re-elect Kevin Murphy as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
11	Re-elect Alan Murray as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
12	Re-elect Tom Schmitt as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
13	Re-elect Dr Nadia Shouraboura as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
14	Re-elect Jacqueline Simmonds as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.				
15	Reappoint Deloitte LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				
18	Authorise Issue of Equity	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
19	Approve Employee Share Purchase Plan	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this tax-approved plan is warranted because it is broad-based and no corporate governance concerns have been identified.				
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Ferguson Plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.					

## Cisco Systems, Inc.

**Meeting Date:** 12/13/2021      **Country:** USA      **Primary Security ID:** 17275R102  
**Record Date:** 10/15/2021      **Meeting Type:** Annual      **Ticker:** CSCO

**Shares Voted:** 35,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director M. Michele Burns	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1b	Elect Director Wesley G. Bush	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1c	Elect Director Michael D. Capellas	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1d	Elect Director Mark Garrett	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1e	Elect Director John D. Harris, II	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1f	Elect Director Kristina M. Johnson	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1g	Elect Director Roderick C. McGeary	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1h	Elect Director Charles H. Robbins	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1i	Elect Director Brenton L. Saunders	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1j	Elect Director Lisa T. Su	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Cisco Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1k	Elect Director Marianna Tessel	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are relatively aligned for the year in review. The majority of the long-term incentive program remains performance-based and the majority of annual incentives for the year in review were based on financial goals, indicating an alignment between CEO pay and company performance. Moreover, performance equity utilizes a multi-year measurement period.					
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.					
4	Amend Proxy Access Right	SH	Against	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted as it would enhance the company's proxy access right for shareholders while maintaining safeguards in the nomination process.					

## Singapore Technologies Engineering Ltd.

**Meeting Date:** 12/15/2021

**Country:** Singapore

**Primary Security ID:** Y7996W103

**Record Date:**

**Meeting Type:** Extraordinary Shareholders

**Ticker:** S63

**Shares Voted:** 34,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Acquisition of All of the Issued and Outstanding Interests of TransCore Partners, LLC and TLP Holdings, LLC from TransCore Holdings, LLC	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this resolution is warranted given the following:* the acquisition is expected to leverage on TransCore's expertise and business segments to further enhance the group's current offerings to its customers and is in line with the group's principal business and sustainability commitments;* the consideration was arrived at through a competitive auction process which is deemed to be fair; and* TransCore is expected to be earnings accretive post-completion based on the pro forma financial effects of the Acquisition and TransCore's historical and expected financial position and performance.					

## Westpac Banking Corp.

**Meeting Date:** 12/15/2021

**Country:** Australia

**Primary Security ID:** Q97417101

**Record Date:** 12/13/2021

**Meeting Type:** Annual

**Ticker:** WBC

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Westpac Banking Corp.

Shares Voted: 7,471

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report	Mgmt	For	For	For
	<p>Voting Policy Rationale: A qualified vote FOR the 2021 remuneration report is warranted. Performance improved in FY21 and there is no identified misalignment between pay and performance and shareholder outcomes. STVR awards were below target levels and the LTVR lapsed in full for the sixth year running. Nevertheless, the qualification is based on shareholder concerns including:* Disproportionate weighting to non-financial measures in the STVR to fix prior issues,* Continuing payment of excessive sign-on bonuses,* Generous contractual terms on executive termination, and* Narrow curated LTVR peer group for the relative TSR performance measures which does not incorporate a positive TSR gateway.</p>				
3	Approve Grant of Performance Share Rights to Peter King	Mgmt	For	For	For
	<p>Voting Policy Rationale: A qualified vote FOR the grant of performance share rights to the CEO is warranted.* The quantum of the award is consistent with market at 130 percent of CEO fixed remuneration,* The number of share rights has been determined using face value (actual share price) methodology with no discounting,* The performance conditions are based solely on relative TSR,* The performance period is four years consistent with the regulatory standards for banking executives, and* Appropriate clawback and malus provisions have been implemented. The qualification is to highlight concerns for the small and curated number of companies in the peer group and the extent to which the board has overriding discretion in relation to vesting of performance hurdles if deemed appropriate. Importantly, there is no positive TSR gateway requirement to ensure that any bonus on vesting of rights is only paid where there is a positive return to shareholders.</p>				
4a	Elect Nerida Caesar as Director	Mgmt	For	Against	Against
	<p>Voting Policy Rationale: A vote AGAINST the re-election of Nerida Caesar is warranted. She is a remaining director on the board and a member of key board committees over a period when material corporate governance and risk failure have been identified as observed in the financial services Royal Commission and through regulatory interventions by APRA, AUSTRAC and ASIC. It is also noted that at the 2019 AGM, Ms Caesar had an elevated shareholder vote against her election. Shareholder support FOR the election of Nora Scheinkestel and Audette Exel and re-election of Margie Seale is warranted as no material issues have been identified regarding these director nominees.</p>				
4b	Elect Margaret Seale as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote AGAINST the re-election of Nerida Caesar is warranted. She is a remaining director on the board and a member of key board committees over a period when material corporate governance and risk failure have been identified as observed in the financial services Royal Commission and through regulatory interventions by APRA, AUSTRAC and ASIC. It is also noted that at the 2019 AGM, Ms Caesar had an elevated shareholder vote against her election. Shareholder support FOR the election of Nora Scheinkestel and Audette Exel and re-election of Margie Seale is warranted as no material issues have been identified regarding these director nominees.</p>				
4c	Elect Nora Scheinkestel as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote AGAINST the re-election of Nerida Caesar is warranted. She is a remaining director on the board and a member of key board committees over a period when material corporate governance and risk failure have been identified as observed in the financial services Royal Commission and through regulatory interventions by APRA, AUSTRAC and ASIC. It is also noted that at the 2019 AGM, Ms Caesar had an elevated shareholder vote against her election. Shareholder support FOR the election of Nora Scheinkestel and Audette Exel and re-election of Margie Seale is warranted as no material issues have been identified regarding these director nominees.</p>				
4d	Elect Audette Exel as Director	Mgmt	For	For	For
	<p>Voting Policy Rationale: A vote AGAINST the re-election of Nerida Caesar is warranted. She is a remaining director on the board and a member of key board committees over a period when material corporate governance and risk failure have been identified as observed in the financial services Royal Commission and through regulatory interventions by APRA, AUSTRAC and ASIC. It is also noted that at the 2019 AGM, Ms Caesar had an elevated shareholder vote against her election. Shareholder support FOR the election of Nora Scheinkestel and Audette Exel and re-election of Margie Seale is warranted as no material issues have been identified regarding these director nominees.</p>				

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Westpac Banking Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve the Amendments to the Company's Constitution	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR the adoption of the amended constitution is warranted. This is a bundled resolution that includes a number of administrative, governance and legislative amendments and no material governance concerns have been identified.</p>					
6a	Approve the Amendments to the Company's Constitution Re: Sub-Clause 7.3A	SH	Against	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted. This request to amend the company's constitution is potentially broad with no regulatory framework to oversee shareholder proposals. The Board has confirmed its willingness to consult with the shareholder proponents with a view to addressing shareholder requirements, and to publicly discuss the resolutions at the AGM.</p>					
6b	Approve Transition Planning Disclosure	SH	Against	For	For
<p>Voting 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.</p>					

## Australia and New Zealand Banking Group Limited

<b>Meeting Date:</b> 12/16/2021	<b>Country:</b> Australia	<b>Primary Security ID:</b> Q09504137
<b>Record Date:</b> 12/14/2021	<b>Meeting Type:</b> Annual	<b>Ticker:</b> ANZ
<b>Shares Voted:</b> 6,688		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2a	Elect Christine Elizabeth O'Reilly as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.</p>					
2b	Elect John P Key as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR all nominees is warranted as no material corporate governance issues have been identified.</p>					
3	Approve Remuneration Report	Mgmt	For	For	For
<p>Voting Policy Rationale: A qualified vote FOR the 2021 Remuneration Report is warranted. No material misalignment between pay and performance is identified for the period under review. STI bonuses were higher than FY20 mainly reflecting a rebound in economic activity and in light of Board discretion to reduce FY20 bonuses by 50 percent. Nevertheless, concerns continue to be observed for: * Ongoing poor and inferior disclosure of specific STI targets and outcomes, * High weighting to non-financial performance measures at 65 percent is little more than bonuses for the "day job", and * There is a lack of a positive TSR gateway for performance rights to ensure that any vesting under a relative TSR component is only made in circumstances when shareholder returns have been positive, noting that LTI vesting in FY21 appears to have occurred when there was a negative TSR over the four-year period to November 2020.</p>					

## Vote Summary Report

# Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## Australia and New Zealand Banking Group Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Grant of Performance Rights to Shayne C Elliott	Mgmt	For	For	For
<p>Voting Policy Rationale: A qualified vote FOR the FY22 grant of performance rights to the CEO is warranted. The quantum of the CEO's LTI is in line with market median and the absolute TSR growth target is aligned with shareholder outcomes and market practice. However, the qualification is to highlight concerns that the relative TSR component of the LTI does not include a positive TSR gateway to prevent misalignment of executive outcomes with shareholder returns, in the event that there is a negative TSR outcome which outperforms the median of the narrow comparator group, as observed in the assessment of performance against the FY18 LTI grant in FY21.</p>					
5	Approve the Amendments to the Company's Constitution	SH	Against	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted. This request to amend the company's constitution is potentially broad with no regulatory framework to oversee shareholder proposals. The Board has confirmed its willingness to engage with the shareholder proponents with a view to addressing shareholder requirements.</p>					
6	Approve Transition Planning Disclosure	SH	Against	For	For
<p>Voting 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. Furthermore, shareholders would benefit from a stronger alignment between the company's stated goals and its actions regarding corporate responsibility.</p>					

## Randstad NV

**Meeting Date:** 12/16/2021

**Country:** Netherlands

**Primary Security ID:** N7291Y137

**Record Date:** 11/18/2021

**Meeting Type:** Extraordinary Shareholders

**Ticker:** RAND

**Shares Voted:** 2,178

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Extraordinary Meeting Agenda Open Meeting	Mgmt			
<p>Voting Policy Rationale: No vote is required for this item.</p>					
2	Elect Sander van 't Noordende as Member of the Executive Board	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this election is warranted because:* The nominee is elected for a term not exceeding four years;* The candidate appears to possess the necessary qualifications for board membership; and* There is no known controversy concerning the candidate.</p>					
3	Other Business (Non-Voting)	Mgmt			
<p>Voting Policy Rationale: No vote is required for this item.</p>					
4	Close Meeting	Mgmt			
<p>Voting Policy Rationale: No vote is required for this item.</p>					

## Vote Summary Report

### Sun Life KBI Global Dividend Private Pool

Date range covered: 10/01/2021 to 12/31/2021

Location(s): All Locations

Institution Account(s): Sun Life Global Dividend Private Pool

## VOTE SUMMARY REPORT

# Sun Life KBI Global Dividend Private Pool

Date range covered : 01/01/2022 to 03/31/2022

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): SUN LIFE GLOBAL  
DIVIDEND PRIVATE POOL

## BHP Group Limited

**Meeting Date:** 01/20/2022      **Country:** Australia      **Ticker:** BHP  
**Record Date:** 01/18/2022      **Meeting Type:** Special  
**Primary Security ID:** Q1498M100

**Shares Voted:** 7,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Amendments to Limited Constitution	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is considered warranted.* The Group has provided sufficient rationale to justify the proposed unification of its DLC corporate structure from two separately listed parent companies into one company incorporated in Australia.				
2	Approve Limited Special Voting Share Buy-back	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is considered warranted.* The Group has provided sufficient rationale to justify the proposed unification of its DLC corporate structure from two separately listed parent companies into one company incorporated in Australia.				
3	Approve DLC Dividend Share Buy-back	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is considered warranted.* The Group has provided sufficient rationale to justify the proposed unification of its DLC corporate structure from two separately listed parent companies into one company incorporated in Australia.				
4	Approve Plc Special Voting Share Buy-back (Class Rights Action)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is considered warranted.* The Group has provided sufficient rationale to justify the proposed unification of its DLC corporate structure from two separately listed parent companies into one company incorporated in Australia.				
5	Approve Change in the Status of Plc (Class Rights Action)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is considered warranted.* The Group has provided sufficient rationale to justify the proposed unification of its DLC corporate structure from two separately listed parent companies into one company incorporated in Australia.				

## Accenture plc

**Meeting Date:** 01/26/2022      **Country:** Ireland      **Ticker:** ACN  
**Record Date:** 11/29/2021      **Meeting Type:** Annual  
**Primary Security ID:** G1151C101

**Shares Voted:** 3,266

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Jaime Ardila	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1b	Elect Director Nancy McKinstry	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1c	Elect Director Beth E. Mooney	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1d	Elect Director Gilles C. Pelisson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1e	Elect Director Paula A. Price	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1f	Elect Director Venkata (Murthy) Renduchintala	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1g	Elect Director Arun Sarin	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1h	Elect Director Julie Sweet	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1i	Elect Director Frank K. Tang	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1j	Elect Director Tracey T. Travis	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted. Although full disclosure of annual and long-term performance targets would benefit shareholders' assessment of the programs' rigor, both the annual and long-term incentives are sufficiently performance-based. Moreover, pay and performance are reasonably aligned at this time.				
3	Amend Omnibus Stock Plan	Mgmt	For	For	For
	Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.				
4	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				
5	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
6	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.				
7	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.				

# Walgreens Boots Alliance, Inc. Sun Life KBI Global Dividend Private Pool

Meeting Date: 01/27/2022

Country: USA

Ticker: WBA

Record Date: 11/29/2021

Meeting Type: Annual

Primary Security ID: 931427108

Shares Voted: 10,515

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Janice M. Babiak	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1b	Elect Director David J. Brailer	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1c	Elect Director Rosalind G. Brewer	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1d	Elect Director William C. Foote	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1e	Elect Director Ginger L. Graham	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1f	Elect Director Valerie B. Jarrett	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1g	Elect Director John A. Lederer	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1h	Elect Director Dominic P. Murphy	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1i	Elect Director Stefano Pessina	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				
1j	Elect Director Nancy M. Schlichting	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes AGAINST compensation committee members Ginger Graham, Valerie Jarrett, John Lederer, and Nancy Schlichting are warranted for inadequate responsiveness to a failed say-on-pay vote result.A vote FOR all other director nominees is warranted.				

## Walgreens Boots Alliance, Inc. Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
<p>Voting Policy Rationale: A vote AGAINST the proposal is warranted. In response to last year's failed say-on-pay vote, the proxy included disclosure regarding feedback received from shareholders. However, disclosure of engagement efforts was incomplete and, more concerning, the pay program changes did not fully address the most prominent shareholder concern regarding the use of positive discretion to increase 2020 closing cycle LTI earnouts. In addition, a mitigated pay-for-performance misalignment exists for the year in review. The annual bonus was based on pre-set objective metrics with clear disclosure regarding the payout structure, targets, and actual performance, though a concern is noted regarding the use of an individual performance modifier, particularly given shareholder feedback regarding the use of positive discretion. The long-term incentive program is half performance-conditioned equity, which utilizes a multi-year performance period. Though forward-looking targets were not disclosed, these goals are disclosed retroactively at the end of the performance period.</p>					
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</p>					
4	Amend Certificate of Incorporation to Become a Public Benefit Corporation	SH	Against	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the request for the board to amend the company's Certificate of Incorporation to become a Public Benefit Corporation does not appear to be necessary to see that the company is acting in a responsible and sustainable way.</p>					
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
<p>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.</p>					
6	Report on Public Health Costs Due to Tobacco Product Sales and the Impact on Overall Market	SH	Against	Against	Against
<p>Voting Policy Rationale: A vote AGAINST this resolution is warranted because:* The company currently provides sufficient disclosure regarding its policies and practices related to the sale of tobacco products and its risk oversight mechanisms;* The company does not appear to be lagging a majority of its peers regarding sales of tobacco products; and* It is unclear how the requested report would be of benefit to shareholders.</p>					

## The Sage Group Plc

**Meeting Date:** 02/03/2022      **Country:** United Kingdom      **Ticker:** SGE  
**Record Date:** 02/01/2022      **Meeting Type:** Annual  
**Primary Security ID:** G7771K142

Shares Voted: 14,974

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
<p>Voting 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.</p>					
2	Approve Remuneration Report	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this item is considered warranted, although it is not without concern for shareholders.* The LTIP award opportunity for the CEO is being increased from 200% of salary to 250% of salary from FY2022.* There has been a significant increase in the bonus payout for FY2021, which is supported by limited rationale. The main reasons for support are:* The increased LTIP opportunity is accompanied with a revised set of performance conditions and targets which are stated to be aligned to the Company's strategy and are supported by performance underpins which will track improvement in core KPIs.* Via engagement, the Company has provided further rationale to explain bonus target-setting for FY2021, and overall performance improvement.</p>					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Remuneration Policy	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.				
4	Approve Final Dividend	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.				
5	Elect Andrew Duff as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
6	Elect Derek Harding as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
7	Re-elect Sangeeta Anand as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
8	Re-elect Dr John Bates as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
9	Re-elect Jonathan Bewes as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
10	Re-elect Annette Court as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
11	Re-elect Drummond Hall as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
12	Re-elect Steve Hare as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
13	Re-elect Jonathan Howell as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
14	Re-elect Irana Wasti as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee members John Hall and John Bates are warranted for lack of gender diversity on the board.Votes FOR the remaining director nominees are warranted at this time.				
15	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.				
16	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.				
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	Voting 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.				

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

## Siemens AG

Meeting Date: 02/10/2022

Country: Germany

Ticker: SIE

Record Date:

Meeting Type: Annual

Primary Security ID: D69671218

Shares Voted: 800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2020/21 (Non-Voting)	Mgmt			
	Voting Policy Rationale: This is a non-voting item.				
2	Approve Allocation of Income and Dividends of EUR 4.00 per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted.				
3.1	Approve Discharge of Management Board Member Roland Busch for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.2	Approve Discharge of Management Board Member Klaus Helmrich (until March 31, 2021) for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.3	Approve Discharge of Management Board Member Joe Kaeser (until Feb. 3, 2021) for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.4	Approve Discharge of Management Board Member Cedrik Neike for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.5	Approve Discharge of Management Board Member Matthias Rebellius for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.6	Approve Discharge of Management Board Member Ralf Thomas for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.7	Approve Discharge of Management Board Member Judith Wiese for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.1	Approve Discharge of Supervisory Board Member Jim Snabe for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.2	Approve Discharge of Supervisory Board Member Birgit Steinborn for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.3	Approve Discharge of Supervisory Board Member Werner Brandt for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.4	Approve Discharge of Supervisory Board Member Tobias Baeumler (from Oct. 16, 2020) for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.5	Approve Discharge of Supervisory Board Member Michael Diekmann for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.6	Approve Discharge of Supervisory Board Member Andrea Fehrmann for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.7	Approve Discharge of Supervisory Board Member Bettina Haller for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.8	Approve Discharge of Supervisory Board Member Harald Kern for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.9	Approve Discharge of Supervisory Board Member Juergen Kerner for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.10	Approve Discharge of Supervisory Board Member Nicola Leibinger-Kammueler (until Feb. 3, 2021) for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.11	Approve Discharge of Supervisory Board Member Benoit Potier for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.12	Approve Discharge of Supervisory Board Member Hagen Reimer for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.13	Approve Discharge of Supervisory Board Member Norbert Reithofer for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.14	Approve Discharge of Supervisory Board Member Kasper Roersted for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.15	Approve Discharge of Supervisory Board Member Nemat Shafik for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.16	Approve Discharge of Supervisory Board Member Nathalie von Siemens for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.17	Approve Discharge of Supervisory Board Member Michael Sigmund for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.18	Approve Discharge of Supervisory Board Member Dorothea Simon for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.19	Approve Discharge of Supervisory Board Member Grazia Vittadini (from Feb. 3, 2021) for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.20	Approve Discharge of Supervisory Board Member Werner Wenning (until Feb. 3, 2021) for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.21	Approve Discharge of Supervisory Board Member Matthias Zachert for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.22	Approve Discharge of Supervisory Board Member Gunnar Zukunft for Fiscal Year 2020/21	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
5	Ratify Ernst & Young GmbH as Auditors for Fiscal Year 2021/22	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
6	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the remuneration report is warranted because the company's remuneration practices are in line with market practice and appear to provide a good pay-for-performance alignment.				

## Infineon Technologies AG

Meeting Date: 02/17/2022

Country: Germany

Ticker: IFX

Record Date:

Meeting Type: Annual

Primary Security ID: D35415104

Shares Voted: 5,211

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Mgmt			
	Voting Policy Rationale: This is a non-voting item.				
2	Approve Allocation of Income and Dividends of EUR 0.27 per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted due to lack of concerns.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.1	Approve Discharge of Management Board Member Reinhard Ploss for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.2	Approve Discharge of Management Board Member Helmut Gassel for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.3	Approve Discharge of Management Board Member Jochen Hanebeck for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.4	Approve Discharge of Management Board Member Constanze Hufenbecher (from April 15, 2021) for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
3.5	Approve Discharge of Management Board Member Sven Schneider for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.1	Approve Discharge of Supervisory Board Member Wolfgang Eder for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.2	Approve Discharge of Supervisory Board Member Xiaoqun Clever for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.3	Approve Discharge of Supervisory Board Member Johann Dechant for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.4	Approve Discharge of Supervisory Board Member Friedrich Eichiner for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.5	Approve Discharge of Supervisory Board Member Annette Engelfried for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.6	Approve Discharge of Supervisory Board Member Peter Gruber for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.7	Approve Discharge of Supervisory Board Member Hans-Ulrich Holdenried for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.8	Approve Discharge of Supervisory Board Member Susanne Lachenmann for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.9	Approve Discharge of Supervisory Board Member Geraldine Picaud for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.10	Approve Discharge of Supervisory Board Member Manfred Puffer for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.11	Approve Discharge of Supervisory Board Member Melanie Riedl for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.12	Approve Discharge of Supervisory Board Member Juergen Scholz for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.13	Approve Discharge of Supervisory Board Member Kerstin Schulzendorf for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.14	Approve Discharge of Supervisory Board Member Ulrich Spiesshofer for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.15	Approve Discharge of Supervisory Board Member Margret Suckale for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
4.16	Approve Discharge of Supervisory Board Member Diana Vitale for Fiscal Year 2021	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.				
5	Ratify KPMG AG as Auditors for Fiscal Year 2022	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
6	Elect Geraldine Picaud to the Supervisory Board	Mgmt	For	For	For
	Voting Policy Rationale: Vote FOR the proposed nominee is warranted.				

Meeting Date: 02/23/2022

Country: USA

Ticker: BEN

Record Date: 12/27/2021

Meeting Type: Annual

Primary Security ID: 354613101

Shares Voted: 23,558

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Mariann Byerwalter	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1b	Elect Director Alexander S. Friedman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1c	Elect Director Gregory E. Johnson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1d	Elect Director Jennifer M. Johnson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1e	Elect Director Rupert H. Johnson, Jr.	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1f	Elect Director John Y. Kim	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1g	Elect Director Karen M. King	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1h	Elect Director Anthony J. Noto	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1i	Elect Director John W. Thiel	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1j	Elect Director Seth H. Waugh	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
1k	Elect Director Geoffrey Y. Yang	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the director nominees is warranted.				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.				

## Aristocrat Leisure Limited

Meeting Date: 02/24/2022

Country: Australia

Ticker: ALL

Record Date: 02/22/2022

Meeting Type: Annual

Primary Security ID: Q0521T108

Shares Voted: 2,989

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Arlene Tansey as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the re-election of Arlene Tansey and Sylvia Summers Couder is warranted as there are no material issues noted regarding board and committee composition resulting from their nominations nor any corporate governance issues.				
2	Elect Sylvia Summers Couder as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the re-election of Arlene Tansey and Sylvia Summers Couder is warranted as there are no material issues noted regarding board and committee composition resulting from their nominations nor any corporate governance issues.				
3	Approve Grant of Performance Rights to Trevor Croker	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST the grant of performance share rights to the CEO Trevor Croker is warranted. The same persist as identified in prior years, given that there is an excessive 40 percent of the LTI is based on undisclosed "objective-balanced scorecard" performance items, which may be regarded as either a discretionary bonus with a likely high level of vesting for "day job" duties or for performance which would already be captured in STI and LTI performance targets. Shareholders may be concerned that the company has not made the case in justifying this undisclosed performance metric as worthy of such additional and material remuneration.				
4	Approve Aristocrat Equity Scheme	Mgmt	For	For	For
	Voting Policy Rationale: Support FOR the Equity Scheme is warranted as it is structured to grant certain equity incentives to the wider group of employees of the company. No material problematic issues are identified with respect to the plan.				
5	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A qualified vote FOR the remuneration report is warranted. No material disconnect between pay and performance and shareholder outcomes is observed for the period under review. However, concerns are noted for the following:* The STI has been reweighted to include a 30 percent weighting to individual performance objectives and reduced weighting to objective financial performance measures which existed in prior years;* The rigor of the STI may be questioned by shareholders as the targets attached to the STI are reduced compared to the prior year, and there appears insufficient explanation of the targets and achievements other than that objectives were exceeded;* A one-off cash bonus was granted to CEO Digital, Mike Lang;* A significant 40 percent of the LTI is subject to an "individual performance" hurdle, raising questions for the rigor of the company's remuneration structure given the STI now also includes a material portion devoted to individual performance objectives; and* A one-off executive special equity award was made to key executives (excluding the CEO) subject to individual performance hurdles vesting progressively over a three-year period, with the first tranche having vested in full in FY21 and subject to the same individual metrics used to determine the STI and LTI outcomes, raising concerns that executives are rewarded multiple times for achieving the same outcome.				
6	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the increase in the maximum aggregate NED remuneration cap is warranted. The company discloses that the proposed increase is sought to allow for the appointment of additional global directors in line with the growth of the business and evolving needs. The company also states that the increase will assist in managing succession planning which may result in the short-term and the increase in the total remuneration paid to directors.				

## Ferguson Plc

Meeting Date: 03/10/2022

Country: Jersey

Ticker: FERG

Record Date: 03/08/2022

Meeting Type: Special

Primary Security ID: G3421J106

Shares Voted: 2,218

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Transfer of the Company's Category of Listing from a Premium Listing to a Standard Listing	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the proposed transfer of the Company's category of listing to a Standard Listing is considered warranted in the absence of material concerns.					

## Starbucks Corporation

Meeting Date: 03/16/2022

Country: USA

Ticker: SBUX

Record Date: 01/06/2022

Meeting Type: Annual

Primary Security ID: 855244109

Shares Voted: 3,721

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Richard E. Allison, Jr.	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1b	Elect Director Andrew Campion	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1c	Elect Director Mary N. Dillon	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1d	Elect Director Isabel Ge Mahe	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1e	Elect Director Mellody Hobson	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1f	Elect Director Kevin R. Johnson	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1g	Elect Director Jorgen Vig Knudstorp	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1h	Elect Director Satya Nadella	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1i	Elect Director Joshua Cooper Ramo	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1j	Elect Director Clara Shih	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					
1k	Elect Director Javier G. Teruel	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the director nominees is warranted.					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Amend Omnibus Stock Plan	Mgmt	For	For	For
Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted. The company was adequately responsive to shareholder concerns following a failed say-on-pay vote result. Further, pay and performance appear relatively aligned for the year in review. The company made improvements to its disclosure of individual goals in the STI, while a majority of the LTI is based on performance-conditioned equity.					
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.					
5	Report on Prevention of Harassment and Discrimination in the Workplace	SH	Against	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted as additional information on the company's sexual harassment and discrimination policies and the implementation of these policies would help shareholders better assess how the company is addressing associated risks.					

## Bridgestone Corp.

Meeting Date: 03/23/2022

Country: Japan

Ticker: 5108

Record Date: 12/31/2021

Meeting Type: Annual

Primary Security ID: J04578126

Shares Voted: 4,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 85	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns with the level of the proposed dividend.					
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns resulting from the change to the articles.					
3.1	Elect Director Ishibashi, Shuichi	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.2	Elect Director Higashi, Masahiro	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.3	Elect Director Scott Trevor Davis	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.4	Elect Director Okina, Yuri	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.5	Elect Director Masuda, Kenichi	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.6	Elect Director Yamamoto, Kenzo	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.7	Elect Director Terui, Keiko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.8	Elect Director Sasa, Seiichi	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.9	Elect Director Shiba, Yojiro	Mgmt	For	For	For
	Voting 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.				
3.10	Elect Director Suzuki, Yoko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.11	Elect Director Hara, Hideo	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.12	Elect Director Yoshimi, Tsuyoshi	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				

## Svenska Handelsbanken AB

Meeting Date: 03/23/2022

Country: Sweden

Ticker: SHB.A

Record Date: 03/15/2022

Meeting Type: Annual

Primary Security ID: W9112U104

Shares Voted: 16,988

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting	Mgmt			
	Voting Policy Rationale: These are routine meeting formalities.				
2	Elect Chairman of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3.1	Designate Maria Sjostedt as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3.2	Designate Carina Silberg as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
4	Prepare and Approve List of Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
5	Approve Agenda of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Acknowledge Proper Convening of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
7	Receive Financial Statements and Statutory Reports	Mgmt			
	Voting Policy Rationale: This is a routine, non-voting item.				
8	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.				
9	Approve Allocation of Income and Dividends of SEK 5.00 Per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.				
10	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice.				
11.1	Approve Discharge of Board Member Jon Fredrik Baksaas	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.2	Approve Discharge of Board Member Stina Bergfors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.3	Approve Discharge of Board Member Hans Biorck	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.4	Approve Discharge of Board Chairman Par Boman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.5	Approve Discharge of Board Member Kerstin Hessius	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.6	Approve Discharge of Board Member Fredrik Lundberg	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.7	Approve Discharge of Board Member Ulf Riese	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.8	Approve Discharge of Board Member Arja Taaveniku	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11.9	Approve Discharge of Board Member Carina Akerstrom	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.10	Approve Discharge of Employee Representative Anna Hjelmberg	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.11	Approve Discharge of Employee Representative Lena Renstrom	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.12	Approve Discharge of Employee Representative, Deputy Stefan Henricson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.13	Approve Discharge of Employee Representative, Deputy Charlotte Uriz	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
11.14	Approve Discharge of CEO Carina Akerstrom	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
12	Authorize Repurchase of up to 120 Million Class A and/or B Shares and Reissuance of Repurchased Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals to repurchase and reissue company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.				
13	Authorize Share Repurchase Program	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals to repurchase and reissue company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.				
14	Approve Issuance of Convertible Capital Instruments Corresponding to a Maximum of 198 Million Shares without Preemptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.				
15	Determine Number of Directors (10)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.				
16	Determine Number of Auditors (2)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the number of auditors.				
17.1	Approve Remuneration of Directors in the Amount of SEK 3.6 Million for Chairman, SEK 1 Million for Vice Chairman, and SEK 745,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
17.2	Approve Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
18.1	Reelect Jon-Fredrik Baksaas as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksaas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksaas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksaas is a non-independent chair of the audit committee. * Boman and Baksaas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.2	Elect Helene Barnekow as New Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksaas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksaas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksaas is a non-independent chair of the audit committee. * Boman and Baksaas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.3	Reelect Stina Bergfors as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksaas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksaas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksaas is a non-independent chair of the audit committee. * Boman and Baksaas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.4	Reelect Hans Biorck as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksaas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksaas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksaas is a non-independent chair of the audit committee. * Boman and Baksaas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.5	Reelect Par Boman as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksaas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksaas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksaas is a non-independent chair of the audit committee. * Boman and Baksaas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.6	Reelect Kerstin Hessius as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksaas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksaas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksaas is a non-independent chair of the audit committee. * Boman and Baksaas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
18.7	Reelect Fredrik Lundberg as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksas is a non-independent chair of the audit committee. * Boman and Baksas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.8	Reelect Ulf Riese as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksas is a non-independent chair of the audit committee. * Boman and Baksas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.9	Reelect Arja Taaveniku as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksas is a non-independent chair of the audit committee. * Boman and Baksas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
18.10	Reelect Carina Akerstrom as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR candidates Stina Bergfors; Hans Biorck, Kerstin Hessius and Arja Tavaveniku, Helen Barnekow, and Carina Aakerstrom are warranted due to a lack of concern regarding the suitability of these individuals in particular. Votes AGAINST candidates Jon Fredrik Baksas, Par Boman, Fredrik Lundberg and Ulf Riese are warranted for the following reasons: * Boman, Baksas and Riese serve as non-independent directors on the audit committee with an insufficient level of overall independence. Moreover, Baksas is a non-independent chair of the audit committee. * Boman and Baksas serve as non-independent directors on the remuneration committee with an insufficient level of overall independence. * Boman and Lundberg sit on excessive number of outside boards.				
19	Reelect Par Boman as Board Chair	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this proposal is warranted because Par Boman is both overboarded and sits on the audit committee as a non-independent chairman.				
20.1	Ratify Ernst & Young as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
20.2	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
21	Approve Nomination Committee Procedures	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the approval of the procedure for the appointment of a nominating committee is warranted due to a lack of concern regarding the composition of the nominating committee.				
22	Approve Remuneration Policy And Other Terms of Employment For Executive Management	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene good European executive remuneration practice.				
23	Approve Proposal Concerning the Appointment of Auditors in Foundations Without Own Management	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns with the proposition.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Shareholder Proposals Submitted by Carl Axel Bruno	Mgmt			
24	Amend Bank's Mainframe Computers Software	SH	None	Against	Against
Voting Policy Rationale: A vote AGAINST this item is warranted as the proposal seeks to micromanage the company.					
	Shareholder Proposals Submitted by Tommy Jonasson	Mgmt			
25	Approve Formation of Integration Institute	SH	None	Against	Against
Voting Policy Rationale: A vote AGAINST this item is warranted as the proponent has failed to disclose a rationale behind the proposal.					
26	Close Meeting	Mgmt			
Voting Policy Rationale: This is a non-voting formality.					

## Yamaha Motor Co., Ltd.

**Meeting Date:** 03/23/2022

**Country:** Japan

**Ticker:** 7272

**Record Date:** 12/31/2021

**Meeting Type:** Annual

**Primary Security ID:** J95776126

**Shares Voted:** 3,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 65	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns with the level of the proposed dividend.					
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns resulting from the change to the articles.					
3.1	Elect Director Watanabe, Katsuaki	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.2	Elect Director Hidaka, Yoshihiro	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.3	Elect Director Maruyama, Heiji	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.4	Elect Director Matsuyama, Satohiko	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.5	Elect Director Shitara, Motofumi	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.					
3.6	Elect Director Nakata, Takuya	Mgmt	For	For	For
Voting 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.					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.7	Elect Director Kamigama, Takehiro	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.8	Elect Director Tashiro, Yuko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.9	Elect Director Ohashi, Tetsuji	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.10	Elect Director Jin Song Montesano	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
4	Appoint Alternate Statutory Auditor Fujita, Ko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
5	Approve Compensation Ceilings for Directors and Statutory Auditors	Mgmt	For	For	For
	Voting 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 ceilings cannot be regarded as excessively high.				
6	Approve Performance Share Plan	Mgmt	For	For	For
	Voting 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.				

## ABB Ltd.

Meeting Date: 03/24/2022

Country: Switzerland

Ticker: ABBN

Record Date:

Meeting Type: Annual

Primary Security ID: H0010V101

Shares Voted: 10,207

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.				
2	Approve Remuneration Report (Non-Binding)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the remuneration report is warranted because the company's remuneration practices are in line with market practice and do not raise significant concerns.				
3	Approve Discharge of Board and Senior Management	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.				
4	Approve Allocation of Income and Dividends of CHF 0.82 per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve CHF 10.6 Million Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the proposed share capital reduction is warranted.					
6.1	Approve Remuneration of Directors in the Amount of CHF 4.4 Million	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.					
6.2	Approve Remuneration of Executive Committee in the Amount of CHF 45.9 Million	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this item is warranted because the proposal appears to be in line with market practice and does not raise significant concerns.					
7.1	Reelect Gunnar Brock as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.2	Reelect David Constable as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.3	Reelect Frederico Curado as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.4	Reelect Lars Foerberg as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.5	Reelect Jennifer Xin-Zhe Li as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.6	Reelect Geraldine Matchett as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.7	Reelect David Meline as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.8	Reelect Satish Pai as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					
7.9	Reelect Jacob Wallenberg as Director	Mgmt	For	For	For
Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.10	Reelect Peter Voser as Director and Board Chairman	Mgmt	For	Against	Against
<p>Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.</p>					
8.1	Reappoint David Constable as Member of the Compensation Committee	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.</p>					
8.2	Reappoint Frederico Curado as Member of the Compensation Committee	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.</p>					
8.3	Reappoint Jennifer Xin-Zhe Li as Member of the Compensation Committee	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote AGAINST the chair of the nomination committee, Peter Voser, is warranted because the board is insufficiently gender diverse. Votes FOR all the remaining board and compensation committee nominees are warranted due to a lack of concerns.</p>					
9	Designate Zehnder Bolliger & Partner as Independent Proxy	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</p>					
10	Ratify KPMG AG as Auditors	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</p>					
11	Transact Other Business (Voting)	Mgmt	For	Against	Against
<p>Voting Policy Rationale: A vote AGAINST is warranted because:* This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and* The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.</p>					

**Nordea Bank Abp**

**Meeting Date:** 03/24/2022      **Country:** Finland      **Ticker:** NDA.SE  
**Record Date:** 03/14/2022      **Meeting Type:** Annual  
**Primary Security ID:** X5S8VL105

**Shares Voted:** 48,708

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting	Mgmt			
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
2	Call the Meeting to Order	Mgmt			
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					
3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Mgmt			
<p>Voting Policy Rationale: These are routine meeting formalities.</p>					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Acknowledge Proper Convening of Meeting	Mgmt			
	Voting Policy Rationale: These are routine meeting formalities.				
5	Prepare and Approve List of Shareholders	Mgmt			
	Voting Policy Rationale: These are routine meeting formalities.				
6	Receive Financial Statements and Statutory Reports	Mgmt			
	Voting Policy Rationale: This is a routine, non-voting item.				
7	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.				
8	Approve Allocation of Income and Dividends	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.				
9	Approve Discharge of Board and President	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
10	Approve Remuneration Report (Advisory Vote)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. However, concerns are noted with regards to insufficient retrospective disclosure on short-term bonus targets.				
11	Approve Remuneration of Directors in the Amount of EUR 340,000 for Chairman, EUR 160,000 for Vice Chairman, and EUR 102,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees. However, concerns are noted with regards to the proposed increase in fee level without supporting rationale provided.				
12	Determine Number of Members (10) and Deputy Members (1) of Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.				
13	Reelect Torbjorn Magnusson (Chair), Petra van Hoeken, Robin Lawther, John Maltby, Birger Steen and Jonas Synnergren as Directors; Elect Stephen Hester (Vice Chair), Lene Skole, Arja Talma and Kjersti Wiklund as New Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
14	Approve Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
15	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Approve the Revised Charter of the Shareholders Nomination Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted as there are no concerns with the proposed amendments of the charter of the Shareholder Nomination Board.				
17	Approve Issuance of Convertible Instruments without Preemptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.				
18	Authorize Share Repurchase Program in the Securities Trading Business	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to repurchase and reissue company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.				
19	Authorize Reissuance of Repurchased Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to repurchase and reissue company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.				
20	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to repurchase and reissue company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.				
21	Approve Issuance of up to 30 Million Shares without Preemptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.				
22	Close Meeting	Mgmt			
	Voting Policy Rationale: This is a non-voting formality.				

**Novo Nordisk A/S**

**Meeting Date:** 03/24/2022      **Country:** Denmark      **Ticker:** NOVO.B  
**Record Date:** 03/17/2022      **Meeting Type:** Annual  
**Primary Security ID:** K72807132

**Shares Voted:** 7,252

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Report of Board	Mgmt			
	Voting Policy Rationale: This is a routine, non-voting item.				
2	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.				
3	Approve Allocation of Income and Dividends of DKK 6.90 Per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.				

<b>Proposal Number</b>	<b>Proposal Text</b>	<b>Proponent</b>	<b>Mgmt Rec</b>	<b>Voting Policy Rec</b>	<b>Vote Instruction</b>
4	Approve Remuneration Report (Advisory Vote)	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. However, concerns are noted with regard to the performance period of the 2018 LTIP that vested in 2021, and the large severance payment made to Mads Krogsgaard Thomsen. The vote is therefore qualified.</p>					
5.1	Approve Remuneration of Directors for 2021 in the Aggregate Amount of DKK 17.1 Million	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the actual fees for 2021 and the proposed fees for 2022.</p>					
5.2	Approve Remuneration of Directors for 2022 in the Amount of DKK 2.26 Million for the Chairman, DKK 1.51 Million for the Vice Chairman, and DKK 755,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For	For
<p>Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the actual fees for 2021 and the proposed fees for 2022.</p>					
6.1	Reelect Helge Lund as Director and Board Chair	Mgmt	For	For	For
<p>Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.</p>					
6.2	Reelect Henrik Poulsen as Director and Vice Chair	Mgmt	For	For	For
<p>Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.</p>					
6.3a	Reelect Jeppe Christiansen as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.</p>					
6.3b	Reelect Laurence Debroux as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.</p>					
6.3c	Reelect Andreas Fibig as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.</p>					
6.3d	Reelect Sylvie Gregoire as Director	Mgmt	For	For	For
<p>Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.</p>					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6.3e	Reelect Kasim Kutay as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.				
6.3f	Reelect Martin Mackay as Director	Mgmt	For	Abstain	Abstain
	Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.				
6.3g	Elect Choi La Christina Law as New Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR Helge Lund, Henrik Poulsen, Jeppe Christiansen, Laurence Debroux, Andreas Fibig, Sylvie Gregoire, Kasim Kutay (Items 6.1 – 6.3e) and Choi Lai Christina Law (Item 6.3.g) are warranted due to a lack of concern regarding these individuals in particular. A vote ABSTAIN for candidate Martin Mackay (Item 6.3f) is warranted because he is overboarded.				
7	Ratify Deloitte as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
8.1	Approve DKK 6 Million Reduction in Share Capital via B Share Cancellation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted as it facilitates the return of capital to shareholders and may improve the efficiency of the balance sheet, which may also enhance returns over the long-term.				
8.2	Authorize Share Repurchase Program	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to repurchase company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.				
8.3	Approve Creation of DKK 45.6 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 45.6 Million Pool of Capital without Preemptive Rights; Maximum Increase in Share Capital under Both Authorizations up to DKK 45.6 Million	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the issuance authorizations is warranted because the potential share capital increase is not excessive				
8.4	Amendment to Remuneration Policy for Board of Directors and Executive Management	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed amendments to the remuneration policy are unproblematic.				
8.5	Amend Articles Re: Board-Related	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because the proposed change can be seen as positive in terms of shareholder value and rights.				
9	Other Business	Mgmt			
	Voting Policy Rationale: This is a routine, non-voting item.				

## Kao Corp.

Meeting Date: 03/25/2022

Country: Japan

Ticker: 4452

Record Date: 12/31/2021

Meeting Type: Annual

Primary Security ID: J30642169

Shares Voted: 2,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 72	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns with the level of the proposed dividend.				
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns resulting from the change to the articles.				
3.1	Elect Director Sawada, Michitaka	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.2	Elect Director Hasebe, Yoshihiro	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.3	Elect Director Takeuchi, Toshiaki	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.4	Elect Director Matsuda, Tomoharu	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.5	Elect Director David J. Muenz	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.6	Elect Director Shinobe, Osamu	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.7	Elect Director Mukai, Chiaki	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.8	Elect Director Hayashi, Nobuhide	Mgmt	For	For	For
	Voting 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.				
3.9	Elect Director Sakurai, Eriko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
4	Appoint Statutory Auditor Oka, Nobuhiro	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				

## OTSUKA CORP.

Meeting Date: 03/29/2022

Country: Japan

Ticker: 4768

Record Date: 12/31/2021

Meeting Type: Annual

Primary Security ID: J6243L115

Shares Voted: 2,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 120	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns with the level of the proposed dividend.					
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns resulting from the change to the articles.					
3	Approve Bonus Related to Retirement Bonus System Abolition	Mgmt	For	Against	Against
Voting Policy Rationale: A vote AGAINST this proposal is warranted because:* The bonus amount is not disclosed.					

**Randstad NV**

Meeting Date: 03/29/2022      Country: Netherlands      Ticker: RAND  
 Record Date: 03/01/2022      Meeting Type: Annual  
 Primary Security ID: N7291Y137

Shares Voted: 2,318

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Open Meeting	Mgmt			
Voting Policy Rationale: No vote is required for this item.					
2a	Receive Reports of Management Board and Supervisory Board (Non-Voting)	Mgmt			
Voting Policy Rationale: No vote is required for this item.					
2b	Approve Remuneration Report	Mgmt	For	For	For
Voting Policy Rationale: A qualified vote FOR is warranted because pay is generally not considered contentious and broadly in line with key financial indicators. However, this is not without some level of concern for the level of disclosure on non-financial performance indicators. The company initially did not report on performance of the used non-financial KPI in the STI, resulting in vague metrics and not having a clear link to the company's performance or strategic priorities. However, in the meantime, the company has provided additional details on the non-financial performance indicators and how performance was assessed. This disclosure gives additional clarity on the alignment and is an improvement to last year's disclosure. Given that pay is not problematic and the additional disclosure mitigating some of the initially raised concerns, we qualify our support as we remain to have some level of concern around the disclosure of non-financial performance indicators and according performance assessment.					
2c	Adopt Financial Statements	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.					
2d	Receive Explanation on Company's Reserves and Dividend Policy	Mgmt			
Voting Policy Rationale: This is a non-voting item.					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2e	Approve Dividends of EUR 2.19 Per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the company's dividend proposal is warranted because the board considers the reserves to be sufficient to allow for the payment of a dividend.				
2f	Approve Special Dividends of EUR 2.81 Per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the company's dividend proposal is warranted because the board considers the reserves to be sufficient to allow for the payment of a dividend.				
3a	Approve Discharge of Management Board	Mgmt	For	For	For
	Voting 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.				
3b	Approve Discharge of Supervisory Board	Mgmt	For	For	For
	Voting 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.				
4a	Amend Remuneration Policy of Management Board	Mgmt	For	For	For
	Voting 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. The company is only changing the good leaver with respect to the matching plan. The arrangement will allow for pro rata temporaris matching and will continue to be subject to 'sustained' performance. Although timing might be considered opportunistic considering the CEO is retiring on March 29, 2022, overall this proposed change is not considered to lead to excessive termination packages.				
4b	Approve Performance Related Remuneration of the Executive Board in Performance Shares	Mgmt	For	For	For
	Voting 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. The company is only changing the good leaver with respect to the matching plan. The arrangement will allow for pro rata temporaris matching and will continue to be subject to 'sustained' performance. Although timing might be considered opportunistic considering the CEO is retiring on March 29, 2022, overall this proposed change is not considered to lead to excessive termination packages.				
4c	Amend Remuneration Policy of Supervisory Board	Mgmt	For	For	For
	Voting 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.				
5a	Reelect Chris Heutink to Management Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these elections is warranted because:* The nominees are elected for a term not exceeding four years;* The candidates appear to possess the necessary qualifications for board membership; and* There is no known controversy concerning the candidates.				
5b	Reelect Henry Schirmer to Management Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these elections is warranted because:* The nominees are elected for a term not exceeding four years;* The candidates appear to possess the necessary qualifications for board membership; and* There is no known controversy concerning the candidates.				
6a	Reelect Wout Dekker to Supervisory Board	Mgmt	For	For	For
	Voting 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				
6b	Reelect Frank Dorjee to Supervisory Board	Mgmt	For	For	For
	Voting 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				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6c	Reelect Annet Aris to Supervisory Board	Mgmt	For	For	For
	Voting 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				
7a	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Preemptive Rights	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.				
7b	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* This proposal is in line with commonly used safeguards regarding volume and pricing;* The authorization would allow Randstad to repurchase up to 10.00 percent of the issued share capital* The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.				
7c	Authorize Cancel Repurchase of Up to 10 Percent of Issued Share Capital under Item 7b	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.				
8a	Elect Claartje Bulten as Board Member of Stichting Administratiekantoor Preferente Aandelen Randstad	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these appointments is warranted as the nominees are independent from both the company and any of its shareholders.				
8b	Elect Annelies van der Pauw as Board Member of Stichting Administratiekantoor Preferente Aandelen Randstad	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these appointments is warranted as the nominees are independent from both the company and any of its shareholders.				
9	Ratify Deloitte as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
10	Other Business (Non-Voting)	Mgmt			
	Voting Policy Rationale: No vote is required for this item.				
11	Close Meeting	Mgmt			
	Voting Policy Rationale: No vote is required for this item.				

**Skanska AB**

**Meeting Date:** 03/29/2022      **Country:** Sweden      **Ticker:** SKA.B  
**Record Date:** 03/21/2022      **Meeting Type:** Annual  
**Primary Security ID:** W83567110

Shares Voted: 9,225

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Chairman of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.a	Designate Helena Stjernholm as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
2.b	Designate Mats Guldbrand as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3	Prepare and Approve List of Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
4	Approve Agenda of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
5	Acknowledge Proper Convening of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
6	Receive Financial Statements and Statutory Reports	Mgmt			
	Voting Policy Rationale: This is a routine, non-voting item.				
7	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.				
8	Approve Allocation of Income and Dividends of SEK 10.00 Per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.				
9.a	Approve Discharge of Hans Biorck	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.b	Approve Discharge of Par Boman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.c	Approve Discharge of Jan Gurander	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.d	Approve Discharge of Fredrik Lundberg	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.e	Approve Discharge of Catherine Marcus	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.f	Approve Discharge of Jayne McGivern	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.g	Approve Discharge of Asa Soderstrom Winberg	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9.h	Approve Discharge of Ola Falt	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.i	Approve Discharge of Richard Horstedt	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.j	Approve Discharge of Yvonne Stenman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.k	Approve Discharge of Hans Reinholdsson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.l	Approve Discharge of Anders Rattgard	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.m	Approve Discharge of Anders Danielsson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
10.a	Determine Number of Members (8) and Deputy Members (0) of Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board or the number of auditors.				
10.b	Determine Number of Auditors (1) and Deputy Auditors (0)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board or the number of auditors.				
11.a	Approve Remuneration of Directors in the Amount of SEK 2.25 Million for Chairman and SEK 750,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.				
11.b	Approve Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
12.a	Reelect Hans Biorck as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.b	Reelect Par Boman as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.c	Reelect Jan Gurander as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12.d	Elect Mats Hederos as New Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.e	Reelect Fredrik Lundberg as Director	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.f	Reelect Catherine Marcus as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.g	Elect Ann E. Massey as New Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.h	Reelect Asa Soderstrom Winberg as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR candidates Biorck, Gurander, Marcus, Soderstrom Winberg, Hederos and Massey is warranted due to a lack of concern regarding the suitability of these individuals in particular. A vote AGAINST candidates Boman and Lundberg is warranted because: * Boman and Lundberg are considered overboarded* Boman is a non-independent director and is the chair of the audit committee.				
12.i	Reelect Hans Biorck as Board Chair	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns with the election of Hans Biorck as board chairman.				
13	Ratify Ernst & Young as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
14	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice.				
15	Approve Equity Plan Financing	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted as the proposed decision would fund equity remuneration plans that do not raise concerns.				
16.a	Approve Performance Share Matching Plan (Seop 6)	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the terms of the proposed equity plan are not problematic.				
16.b	Approve Equity Plan Financing	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted because the terms of the proposed equity plan are not problematic.				
16.c	Approve Alternative Equity Plan Financing	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this item is warranted, as it would entail unnecessary additional costs relative to Item 16.b, while lowering the majority requirement compared to the primary financing alternative.				

Meeting Date: 03/30/2022

Country: Japan

Ticker: 5201

Record Date: 12/31/2021

Meeting Type: Annual

Primary Security ID: J0025W100

Shares Voted: 3,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 130	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns with the level of the proposed dividend.				
2	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns resulting from the change to the articles.				
3.1	Elect Director Shimamura, Takuya	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.2	Elect Director Hirai, Yoshinori	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.3	Elect Director Miyaji, Shinji	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.4	Elect Director Kurata, Hideyuki	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.5	Elect Director Yanagi, Hiroyuki	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.6	Elect Director Honda, Keiko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.7	Elect Director Teshirogi, Isao	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
4	Appoint Statutory Auditor Ishizuka, Tatsuro	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
5	Approve Compensation Ceiling for Directors	Mgmt	For	For	For
	Voting 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.				
6	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For	For
	Voting 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.				

## Electrolux AB

Meeting Date: 03/30/2022

Country: Sweden

Ticker: ELUX.B

Record Date: 03/22/2022

Meeting Type: Annual

Primary Security ID: W0R34B150

Shares Voted: 23,928

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Chairman of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
2.1	Designate Carina Silberg as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
2.2	Designate Anders Oscarsson as Inspector of Minutes of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
3	Prepare and Approve List of Shareholders	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
4	Approve Agenda of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
5	Acknowledge Proper Convening of Meeting	Mgmt	For	For	For
	Voting Policy Rationale: These are routine meeting formalities.				
6	Receive Financial Statements and Statutory Reports	Mgmt			
	Voting Policy Rationale: These are routine, non-voting items.				
7	Receive President's Report	Mgmt			
	Voting Policy Rationale: These are routine, non-voting items.				
8	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.				
9.1	Approve Discharge of Staffan Bohman	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.2	Approve Discharge of Petra Hedengran	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.3	Approve Discharge of Henrik Henriksson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.4	Approve Discharge of Ulla Litzén	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.5	Approve Discharge of Karin Overbeck	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.6	Approve Discharge of Fredrik Persson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9.7	Approve Discharge of David Porter	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.8	Approve Discharge of Jonas Samuelson	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.9	Approve Discharge of Kai Warn	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.10	Approve Discharge of Mina Billing	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.11	Approve Discharge of Viveca Brinkenfeldt-Lever	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.12	Approve Discharge of Peter Ferm	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.13	Approve Discharge of Ulrik Danestad	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.14	Approve Discharge of Richard Dellner	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.15	Approve Discharge of Wilson Quispe	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.16	Approve Discharge of Emy Voss	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
9.17	Approve Discharge of Jonas Samuelson as CEO	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties.				
10	Approve Allocation of Income and Dividends of SEK 9.2 Per Share	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.				
11	Determine Number of Members (8) and Deputy Members (0) of Board	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12.1	Approve Remuneration of Directors in the Amount of SEK 2.4 Million for Chairman and SEK 700,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.				
12.2	Approve Remuneration of Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
13.a	Reelect Staffan Bohman as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.b	Reelect Petra Hedengran as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.c	Reelect Henrik Henriksson as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.d	Reelect Ulla Litzen as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.e	Reelect Karin Overbeck as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.f	Reelect Fredrik Persson as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.g	Reelect David Porter as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.h	Reelect Jonas Samuelson as Director	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.				
13.i	Elect Staffan Bohman as Board Chair	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns with the election of Staffan Bohman as board chairman.				
14	Elect PricewaterhouseCoopers AB as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
15	Approve Remuneration Report	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. Concerns are noted, however, with the lack of disclosure of ex-post targets for the short-term incentive plan.				
16.a	Amend Articles Re: Equity-Related Set Minimum (200 Million) and Maximum (800 Million) Number of Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted as the cancellation of shares may improve the efficiency of the balance sheet, and the bonus issue is merely a way to transfer wealth to shareholders.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16.b	Approve SEK 129.2 Million Reduction in Share Capital via Share Cancellation	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted as the cancellation of shares may improve the efficiency of the balance sheet, and the bonus issue is merely a way to transfer wealth to shareholders.				
16.c	Approve Capitalization of Reserves of SEK 129.2 Million for a Bonus Issue	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR these items is warranted as the cancellation of shares may improve the efficiency of the balance sheet, and the bonus issue is merely a way to transfer wealth to shareholders.				
17.a	Authorize Share Repurchase Program	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to repurchase company shares is warranted, despite the lack of a disclosed volume limit, because:* There are acceptable limits on holding and duration; and* There is no evidence of past abuse of repurchase authorities.				
17.b	Authorize Reissuance of Repurchased Shares	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal to repurchase company shares is warranted, despite the lack of a disclosed volume limit, because:* There are acceptable limits on holding and duration; and* There is no evidence of past abuse of repurchase authorities.				
17.c	Approve Equity Plan Financing	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST this proposal is warranted as the requested funding would be used to fund the share plan 2020, where two out of three targets have performance periods of less than three years				
18.a	Approve Performance Share Plan for Key Employees	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.				
18.b	Approve Equity Plan Financing	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted as the proposed decision would fund equity remuneration plans that do not raise concerns.				
19	Amend Articles Re: Participation at General Meeting	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights.				

## Kirin Holdings Co., Ltd.

Meeting Date: 03/30/2022

Country: Japan

Ticker: 2503

Record Date: 12/31/2021

Meeting Type: Annual

Primary Security ID: 497350108

Shares Voted: 7,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 32.5	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns with the level of the proposed dividend.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet - Indemnify Directors - Indemnify Statutory Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* There are no particular concerns resulting from the change to the articles.				
3.1	Elect Director Isozaki, Yoshinori	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.2	Elect Director Nishimura, Keisuke	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.3	Elect Director Miyoshi, Toshiya	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.4	Elect Director Yokota, Noriya	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.5	Elect Director Minamikata, Takeshi	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.6	Elect Director Mori, Masakatsu	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.7	Elect Director Yanagi, Hiroyuki	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.8	Elect Director Matsuda, Chieko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.9	Elect Director Shiono, Noriko	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.10	Elect Director Rod Eddington	Mgmt	For	For	For
	Voting 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.				
3.11	Elect Director George Olcott	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
3.12	Elect Director Kato, Kaoru	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
4.1	Appoint Statutory Auditor Nishitani, Shobu	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because:* There are no particular concerns about the nominee.				
4.2	Appoint Statutory Auditor Fujinawa, Kenichi	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this nominee is warranted because:* There are no particular concerns about the nominee.				
5	Approve Compensation Ceiling for Directors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted because:* The increase is intended to introduce/increase performance-based pay.				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve Trust-Type Equity Compensation Plan and Phantom Stock Plan	Mgmt	For	Against	Against
Voting Policy Rationale: A vote AGAINST this proposal is warranted because:* Concerning restricted share unit, a component of trust-type equity compensation plan, no specific performance hurdles are specified, and shares could become transferable to recipients in less than three years after grant by non-retiring recipients.					
7	Approve Compensation Ceiling for Statutory Auditors	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR this proposal is warranted because:* The size of the proposed ceiling cannot be regarded as high.					

## Swisscom AG

Meeting Date: 03/30/2022

Country: Switzerland

Ticker: SCMN

Record Date:

Meeting Type: Annual

Primary Security ID: H8398N104

Shares Voted: 195

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.					
1.2	Approve Remuneration Report (Non-Binding)	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the remuneration report is warranted though it is not without concerns:* Only limited ex-post disclosure is provided to explain the evolution of variable payouts versus company performance.* There is no long-term variable remuneration component for executives that measures performance over a multi-year period.The main reasons for support are:* The company's remuneration practices are broadly in line with market practice.* Shares awarded under the short-term incentive are subject to a three-year blocking period.					
2	Approve Allocation of Income and Dividends of CHF 22 per Share	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to the payout ratio, which exceeds 30 percent.					
3	Approve Discharge of Board and Senior Management	Mgmt	For	For	For
Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.					
4.1	Reelect Roland Abt as Director	Mgmt	For	For	For
Voting Policy Rationale: Votes FOR the proposed nominees are warranted.					
4.2	Reelect Alain Carrupt as Director	Mgmt	For	For	For
Voting Policy Rationale: Votes FOR the proposed nominees are warranted.					
4.3	Reelect Guus Dekkers as Director	Mgmt	For	For	For
Voting Policy Rationale: Votes FOR the proposed nominees are warranted.					
4.4	Reelect Frank Esser as Director	Mgmt	For	For	For
Voting Policy Rationale: Votes FOR the proposed nominees are warranted.					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.5	Reelect Barbara Frei as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
4.6	Reelect Sandra Lathion-Zweifel as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
4.7	Reelect Anna Mossberg as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
4.8	Reelect Michael Rechsteiner as Director	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
4.9	Reelect Michael Rechsteiner as Board Chairman	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
5.1	Reappoint Roland Abt as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
5.2	Reappoint Frank Esser as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
5.3	Reappoint Barbara Frei as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
5.4	Reappoint Michael Rechsteiner as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
5.5	Reappoint Renzo Simoni as Member of the Compensation Committee	Mgmt	For	For	For
	Voting Policy Rationale: Votes FOR the proposed nominees are warranted.				
6.1	Approve Remuneration of Directors in the Amount of CHF 2.5 Million	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.				
6.2	Approve Remuneration of Executive Committee in the Amount of CHF 8.7 Million	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this resolution is warranted because the proposal appears to be in line with market practice and does not raise significant concerns.				
7	Designate Reber Rechtsanwaelte as Independent Proxy	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.				
8	Ratify PricewaterhouseCoopers AG as Auditors	Mgmt	For	For	For
	Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.				
9	Transact Other Business (Voting)	Mgmt	For	Against	Against
	Voting Policy Rationale: A vote AGAINST is warranted because:* This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and* The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.				

# VOTE SUMMARY REPORT

Sun Life KBI Global Dividend Private Pool

Date range covered : 04/01/2022 to 06/30/2022

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): SUN LIFE GLOBAL  
DIVIDEND PRIVATE POOL

## Hewlett Packard Enterprise Company

Meeting Date: 04/05/2022

Country: USA

Ticker: HPE

Record Date: 02/04/2022

Meeting Type: Annual

Primary Security ID: 42824C109

Shares Voted: 18,380

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Daniel Ammann	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1b	Elect Director Pamela L. Carter	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1c	Elect Director Jean M. Hobby	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1d	Elect Director George R. Kurtz	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1e	Elect Director Raymond J. Lane	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1f	Elect Director Ann M. Livermore	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1g	Elect Director Antonio F. Neri	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1h	Elect Director Charles H. Noski	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1i	Elect Director Raymond E. Ozzie	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1j	Elect Director Gary M. Reiner	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1k	Elect Director Patricia F. Russo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Amend Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Although there are structural concerns about the CFO's one-time retention grant, the CEO's annual incentive award was entirely performance based, and the NEOs' annual-cycle equity awards are half performance based and utilize multi-year performance periods.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings</i>					

## The Bank of Nova Scotia

Meeting Date: 04/05/2022

Country: Canada

Ticker: BNS

Record Date: 02/08/2022

Meeting Type: Annual

Primary Security ID: 064149107

Shares Voted: 22,382

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Nora A. Aufreiter	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.2	Elect Director Guillermo E. Babatz	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.3	Elect Director Scott B. Bonham	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.4	Elect Director Daniel (Don) H. Callahan	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.5	Elect Director Lynn K. Patterson	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.6	Elect Director Michael D. Penner	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.7	Elect Director Brian J. Porter	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.8	Elect Director Una M. Power	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.9	Elect Director Aaron W. Regent	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.10	Elect Director Calin Rovinescu	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.11	Elect Director Susan L. Segal	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.12	Elect Director L. Scott Thomson	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.13	Elect Director Benita M. Warmbold	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR the ratification of KPMG LLP as auditor as non-audit fees (1 percent) were reasonable relative to total fees paid to the auditor.</i>				
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this non-binding advisory vote. The high concern level identified through the quantitative pay-for-performance screen, based on RDA, has been reduced to medium based on the bank's enhanced disclosure regarding CEO's incentive compensation program, its shareholder engagement efforts and overall improved performance. In addition, the bank made several downward adjustments to determine the performance factor of incentive compensation to offset the favourable impacts on performance from lower-than-expected provisions for credit losses as well as pandemic-related costs and from the restructuring and other provisions. Furthermore, the bank extensively engaged with its shareholders and has taken various actions to address shareholder concerns following last year's low say-on-pay vote support level.</i>				
4	Amend Stock Option Plan Re: Number of Issuable Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Score Card evaluation (EPSC), vote FOR this stock option plan.</i>				
5	Amend Stock Option Plan Re: Amending Provisions of the Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Score Card evaluation (EPSC), vote FOR this stock option plan.</i>				
	Shareholder Proposals	Mgmt			
6	SP 1: Explore the Possibility of Becoming a Benefit Company	SH	Against	Against	Against
	<i>Voting Policy Rationale: Vote AGAINST this shareholder proposal. The board argues that the bank already operates in a way that promotes the interests of its various stakeholders and its principled approach to corporate governance is the foundation that instills trust, protects the interests of shareholders, and maintains the confidence of its employees, customers and communities. The bank provides comprehensive disclosure about actions it has taken that show a commitment to healthy communities and sustainable and fair operations. In addition, the bank has disclosed an oversight structure in place to ensure that it is operating in an ethical, socially responsible and environmentally conscious manner. There are many unknowns associated with the benefit corporation structure and it is not clear that a conversion without management support would cause any change in its business practices. As such, the request for the board to take steps to change the form of company incorporation does not appear to be necessary and this proposal does not warrant support.</i>				
7	SP 2: Adopt an Annual Advisory Vote Policy on the Bank's Environmental and Climate Change Action Plan	SH	Against	For	For
	<i>Voting 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>				
8	SP 3: Set Up a Climate Change and Environment Committee	SH	Against	For	For
	<i>Voting Policy Rationale: By establishing a dedicated Climate Change and Environment Committee, the company will have a centralized device to continue, ensure, and promote its environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability. As such, support FOR this proposal is warranted.</i>				
9	SP 4: Adopt French as the Official Language of the Bank	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The bank already noted that all of its shareholder meetings have been held in French and intends to continue to do so in future. In addition, all meeting materials are available in French and English and all shareholders at the meetings are encouraged to ask questions and vote in the language of their choice. Considering the above and the fact that the bank is already complying with all laws and regulations applicable to doing business Quebec, including those that pertain to the French language, the request of the proponent pertaining to amend bank's by-laws to include French as the official language of the bank appears to be overly prescriptive.</i>				

Meeting Date: 04/07/2022

Country: Canada

Ticker: CM

Record Date: 02/07/2022

Meeting Type: Annual/Special

Primary Security ID: 136069101

Shares Voted: 11,766

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Ammar Aljoundi	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1b	Elect Director Charles J. G. Brindamour	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1c	Elect Director Nanci E. Caldwell	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1d	Elect Director Michelle L. Collins	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1e	Elect Director Luc Desjardins	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1f	Elect Director Victor G. Dodig	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1g	Elect Director Kevin J. Kelly	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1h	Elect Director Christine E. Larsen	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1i	Elect Director Nicholas D. Le Pan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1j	Elect Director Mary Lou Maher	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1k	Elect Director Jane L. Peverett	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1l	Elect Director Katharine B. Stevenson	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1m	Elect Director Martine Turcotte	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1n	Elect Director Barry L. Zubrow	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR the ratification of Ernst &amp; Young LLP as auditor as non-audit fees (5 percent) were reasonable relative to total fees paid to the auditor.</i>				
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Stock Split	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this stock split as it could increase market liquidity and expand the potential capital base of the company.</i>				
5	Fix Variable Compensation Ratio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as no significant concerns have been identified.</i>				
	Shareholder Proposals	Mgmt			
6	SP 1: Propose the Possibility of Becoming a Benefit Corporation	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company's policies and practices demonstrate that it is operating in a manner that generates long-term value creation for shareholders, but also provides benefit to all stakeholders, including customers, employees and communities. The request for the board to amend the company's Certificate of Incorporation to become a Public Benefit Corporation does not appear to be necessary.</i>				
7	SP 2: Advisory Vote on Environmental Policy	SH	Against	For	For
	<i>Voting 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>				
8	SP 3: Approve French as an Official Language	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The bank has noted that it publishes all annual shareholder meeting materials in both French and English, provides simultaneous translation of meeting proceedings, including the ability for shareholders to present their proposals live in French with simultaneous translation to English, and ensures that questions can be asked in both languages. In addition, the company's clients, shareholders and members can communicate with the company, receive services or communications, and work, in French all over Quebec. Considering the above and the fact that the bank is already complying with all laws and regulations applicable to doing business in Quebec, including those that pertain to the French language, the request of the proponent to amend the bank's by-laws to include French as the official language of the bank appears to be overly prescriptive and hence a vote AGAINST this shareholder proposal is warranted at this time.</i>				
9	SP 4: Disclosure of the CEO Compensation to Median Worker Pay Ratio	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted at this time as executive compensation programs should be designed to promote pay for performance, taking compensation risk into account, for generating long-term, sustainable growth for shareholders and for the benefit of all employees.</i>				

## Nestle SA

Meeting Date: 04/07/2022

Country: Switzerland

Ticker: NESN

Record Date:

Meeting Type: Annual

Primary Security ID: H57312649

Shares Voted: 4,546

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.</i>				
1.2	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the remuneration report is warranted because the company's remuneration practices are in line with market practice and appear to provide a good pay-for-performance alignment.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Discharge of Board and Senior Management	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.</i>				
3	Approve Allocation of Income and Dividends of CHF 2.80 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>				
4.1.a	Reelect Paul Bulcke as Director and Board Chairman	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.b	Reelect Ulf Schneider as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.c	Reelect Henri de Castries as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.d	Reelect Renato Fassbind as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.e	Reelect Pablo Isla as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.f	Reelect Eva Cheng as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.g	Reelect Patrick Aebischer as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.h	Reelect Kimberly Ross as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.i	Reelect Dick Boer as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.j	Reelect Dinesh Paliwal as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.k	Reelect Hanne Jimenez de Mora as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.1.l	Reelect Lindiwe Sibanda as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.2.1	Elect Chris Leong as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.2.2	Elect Luca Maestri as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
4.3.1	Appoint Pablo Isla as Member of the Compensation Committee	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.3.2	Appoint Patrick Aebischer as Member of the Compensation Committee <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
4.3.3	Appoint Dick Boer as Member of the Compensation Committee <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
4.3.4	Appoint Dinesh Paliwal as Member of the Compensation Committee <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
4.4	Ratify Ernst & Young AG as Auditors <i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For
4.5	Designate Hartmann Dreyer as Independent Proxy <i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i>	Mgmt	For	For	For
5.1	Approve Remuneration of Directors in the Amount of CHF 10 Million <i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.</i>	Mgmt	For	For	For
5.2	Approve Remuneration of Executive Committee in the Amount of CHF 68 Million <i>Voting Policy Rationale: A vote FOR this item is warranted because the proposal appears to be in line with market practice and does not raise significant concerns.</i>	Mgmt	For	For	For
6	Approve CHF 6.5 Million Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares <i>Voting Policy Rationale: A vote FOR the proposed share capital reduction is warranted.</i>	Mgmt	For	For	For
7	Transact Other Business (Voting) <i>Voting Policy Rationale: A vote AGAINST is warranted because:* This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and* The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.</i>	Mgmt	Against	Against	Against

## Rio Tinto Plc

Meeting Date: 04/08/2022

Country: United Kingdom

Ticker: RIO

Record Date: 04/06/2022

Meeting Type: Annual

Primary Security ID: G75754104

Shares Voted: 12,398

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports <i>Voting 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>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Remuneration Report for UK Law Purposes	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is considered warranted. The Company has reviewed feedback on the retention of in-flight LTIP awards by the former CEO and consequent high levels of dissent on the 2021 remuneration report. In response, it has devised a framework which guides the Remuneration Committee in the proper exercise of downward discretion and seeks to mitigate against the recurrence of the scenario that occurred when the former CEO departed. Operation of the revised methodology will be kept under review.</i>				
3	Approve Remuneration Report for Australian Law Purposes	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is considered warranted, as no significant concerns have been identified and the Company has addressed shareholder concerns which led to the "first strike" against the remuneration report at the 2021 AGM.</i>				
4	Elect Dominic Barton as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
5	Elect Peter Cunningham as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
6	Elect Ben Wyatt as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
7	Re-elect Megan Clark as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
8	Re-elect Simon Henry as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
9	Re-elect Sam Laidlaw as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
10	Re-elect Simon McKeon as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
11	Re-elect Jennifer Nason as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
12	Re-elect Jakob Stausholm as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Ngaire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				

# Rio Tinto Plc

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Re-elect Nгаire Woods as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent nomination committee members William (Sam) Laidlaw, Megan Clark, Simon Henry, Simon McKeon, Jennifer Nason, and Nгаire Woods is warranted for lack of diversity on the board. A vote FOR the remaining directors is warranted.</i>				
14	Reappoint KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is considered warranted, as no significant concerns are identified.</i>				
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>				
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting 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>				
17	Approve Climate Action Plan	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this item is warranted given the apparent gaps in the company's climate reporting and lack of science-based target setting. While Rio Tinto has provided admirable disclosure on its scope 1 and 2 targets, there is an absence of quantifiable Scope 3 targets at this time.</i>				
18	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				
22	Approve the Spill Resolution	Mgmt	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. A board spill is not considered to be in the best interests of the Company or shareholders at this present time given that a number of changes have taken place in board composition and leadership since the Juukan Gorge destruction in May 2020. Disclosure also indicates that the Board engaged with shareholders regarding prior year shareholder concerns and detailed the following changes to its remuneration framework in response: * Establishing a Consequence Management Framework which comprises a series of questions to be considered by the Remuneration Committee in the context of exercising its discretion on future malus and clawback and adjustments to variable pay outcomes; and * Amending the rules of the EIP for future awards to presume that EIP awards lapse unless the remuneration committee determines that eligible leaver status should apply, which the Company explains will strengthen the Remuneration Committee's hand in the instances where it is appropriate, proportionate and fair to lapse all or part of unvested awards. Previously, the EIP rules made the presumption that eligible leaver treatment applied to all leavers except those leaving by resignation, dismissal for cause or any other reason as the Remuneration Committee decided).</i>				

# Lennar Corporation

Meeting Date: 04/12/2022

Country: USA

Ticker: LEN

Record Date: 02/15/2022

Meeting Type: Annual

Primary Security ID: 526057104

Shares Voted: 3,708

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Amy Banse	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Rick Beckwitt	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Steven L. Gerard	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Tig Gilliam	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Sherrill W. Hudson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Jonathan M. Jaffe	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Sidney Lapidus	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Teri P. McClure	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Stuart Miller	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Armando Olivera	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Jeffrey Sonnenfeld	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Shareholders may question the necessity of compensating three executives well above the level of the chief executive at other companies.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would further enhance shareholders' existing right to call special meetings.</i>				

Meeting Date: 04/13/2022

Country: Switzerland

Ticker: ADEN

Record Date:

Meeting Type: Annual

Primary Security ID: H00392318

Shares Voted: 7,241

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Accept Financial Statements and Statutory Reports <i>Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.</i>	Mgmt	For	For	For
1.2	Approve Remuneration Report <i>Voting Policy Rationale: A vote FOR the remuneration report is warranted because the company's remuneration practices are in line with market practice and pay and performance appear reasonably aligned.</i>	Mgmt	For	For	For
2.1	Approve Allocation of Income and Dividends of CHF 1.25 per Share <i>Voting Policy Rationale: Votes FOR the allocation of income resolutions are warranted.</i>	Mgmt	For	For	For
2.2	Approve Dividends of CHF 1.25 per Share from Capital Contribution Reserves <i>Voting Policy Rationale: Votes FOR the allocation of income resolutions are warranted.</i>	Mgmt	For	For	For
3	Approve Discharge of Board and Senior Management <i>Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.</i>	Mgmt	For	For	For
4.1	Approve Remuneration of Directors in the Amount of CHF 5.1 Million <i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.</i>	Mgmt	For	For	For
4.2	Approve Remuneration of Executive Committee in the Amount of CHF 32 Million <i>Voting Policy Rationale: A vote FOR this item is warranted because the proposal appears to be in line with market practice and does not raise significant concerns.</i>	Mgmt	For	For	For
5.1.1	Reelect Jean-Christophe Deslarzes as Director and Board Chair <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
5.1.2	Reelect Rachel Duan as Director <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
5.1.3	Reelect Ariane Gorin as Director <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
5.1.4	Reelect Alexander Gut as Director <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
5.1.5	Reelect Didier Lamouche as Director <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
5.1.6	Reelect David Prince as Director <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For
5.1.7	Reelect Kathleen Taylor as Director <i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.1.8	Reelect Regula Wallimann as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
5.2.1	Reappoint Rachel Duan as Member of the Compensation Committee	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
5.2.2	Reappoint Didier Lamouche as Member of the Compensation Committee	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
5.2.3	Reappoint Kathleen Taylor as Member of the Compensation Committee	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed board and committee nominees are warranted.</i>				
5.3	Designate Keller KLG as Independent Proxy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i>				
5.4	Ratify Ernst & Young AG as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
6	Approve CHF 142,438.80 Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed share capital reduction is warranted.</i>				
7	Approve Renewal of CHF 840,000 Pool of Authorized Capital with or without Exclusion of Preemptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed authorization is warranted.</i>				
8	Transact Other Business (Voting)	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST is warranted because: * This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and * The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.</i>				

## Anglo American Plc

Meeting Date: 04/19/2022

Country: United Kingdom

Ticker: AAL

Record Date: 04/13/2022

Meeting Type: Annual

Primary Security ID: G03764134

Shares Voted: 7,813

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting 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 Final Dividend	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Special Dividend <i>Voting Policy Rationale: A vote FOR this item is warranted.</i>	Mgmt	For	For	For
4	Elect Ian Tyler as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
5	Elect Duncan Wanblad as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
6	Re-elect Ian Ashby as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
7	Re-elect Marcelo Bastos as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
8	Re-elect Elisabeth Brinton as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
9	Re-elect Stuart Chambers as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
10	Re-elect Hillary Maxson as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
11	Re-elect Hixonia Nyasulu as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
12	Re-elect Nonkululeko Nyembezi as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
13	Re-elect Tony O'Neill as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
14	Re-elect Stephen Pearce as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
15	Reappoint PricewaterhouseCoopers LLP as Auditors <i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
16	Authorise Board to Fix Remuneration of Auditors <i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For
17	Approve Remuneration Report <i>Voting Policy Rationale: A vote FOR the remuneration report is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
18	Approve Share Ownership Plan <i>Voting Policy Rationale: A vote FOR this item is warranted. This Plan is for the broader employee population. It observes dilution guidelines and is not contentious.</i>	Mgmt	For	For	For

# Anglo American Plc

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
19	Approve Climate Change Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A Vote FOR the Climate Change Report is warranted. The plan features several positive aspects, including: * The Company meets expectations in terms of disclosure and governance surrounding climate change. * The Company's long-term goals have a shorter time frame than many peers (2040, as opposed to 2050). Its ambition is for carbon neutrality across operations by 2040. * Although the Scope 3 ambitions do not include a net zero target, it has provided targets to 2040, accompanied by clear descriptions of the challenges it faces and its intended actions to decrease its scope 3 targets. * There has been accelerated progress towards Scope 1 and 2 emissions reduction.</i>				
20	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

## HP Inc.

Meeting Date: 04/19/2022

Country: USA

Ticker: HPQ

Record Date: 02/18/2022

Meeting Type: Annual

Primary Security ID: 40434L105

Shares Voted: 51,411

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Aida M. Alvarez	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1b	Elect Director Shumeet Banerji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1c	Elect Director Robert R. Bennett	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1d	Elect Director Charles "Chip" V. Bergh	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1e	Elect Director Bruce Broussard	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1f	Elect Director Stacy Brown-Philpot	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1g	Elect Director Stephanie A. Burns <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director Mary Anne Citrino <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director Richard L. Clemmer <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director Enrique J. Lores <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1k	Elect Director Judith "Jami" Miscik <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1l	Elect Director Kim K.W. Rucker <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1m	Elect Director Subra Suresh <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify Ernst & Young LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based, and equity awards are based on multiyear performance periods. Although a concern is noted regarding a large perquisite received by the CEO, pay and performance are reasonably aligned for the year in review.</i>	Mgmt	For	For	For
4	Amend Omnibus Stock Plan <i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>	Mgmt	For	For	For
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting <i>Voting 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, and the likelihood of abuse of the right would remain small.</i>	SH	Against	For	For

**Whirlpool Corporation**

Meeting Date: 04/19/2022

Country: USA

Ticker: WHR

Record Date: 02/22/2022

Meeting Type: Annual

Primary Security ID: 963320106

Shares Voted: 1,059

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Samuel R. Allen <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Marc R. Bitzer <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

# Whirlpool Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1c	Elect Director Greg Creed <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1d	Elect Director Gary T. DiCamillo <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1e	Elect Director Diane M. Dietz <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Gerri T. Elliott <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director Jennifer A. LaClair <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director John D. Liu <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director James M. Loree <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director Harish Manwani <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1k	Elect Director Patricia K. Poppe <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1l	Elect Director Larry O. Spencer <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1m	Elect Director Michael D. White <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance were reasonably aligned for the year in review. STI and LTI awards are primarily performance-based with objective metrics. Concerns are raised as the STI's FCF target was lowered and performance was achieved above maximum for the second year in a row and forward-looking goals for PSUs were not disclosed. Shareholders may therefore wish to continue monitoring incentive program rigor and disclosure.</i>	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For

# Celanese Corporation

Meeting Date: 04/20/2022

Country: USA

Ticker: CE

Record Date: 02/22/2022

Meeting Type: Annual

Primary Security ID: 150870103

Shares Voted: 1,792

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Jean S. Blackwell	Mgmt	For	For	For

# Celanese Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director William M. Brown	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Edward G. Galante	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Rahul Ghai	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Kathryn M. Hill	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director David F. Hoffmeister	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Jay V. Ihlenfeld	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Deborah J. Kissire	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Michael Koenig	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Kim K.W. Rucker	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Lori J. Ryerkerk	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. The majority of CEO pay is based on objective performance metrics. The CEO's annual incentive award is no longer subject to a discretionary individual performance modifier and the majority of the company's equity awards are conditioned on long-term financial performance metrics</i>				

## Orkla ASA

**Meeting Date:** 04/20/2022

**Country:** Norway

**Ticker:** ORK

**Record Date:** 04/08/2022

**Meeting Type:** Annual

**Primary Security ID:** R67787102

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting; Elect Chairman of Meeting	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: This is a routine meeting formality.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 3 Per Share	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concern regarding the financial statements and the proposed allocation of income.</i>				
3	Approve Remuneration Statement	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A qualified vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. However, concerns are noted with regards to the lack of disclosure on performance measures and performance period under the company's LTIP.</i>				
4	Discuss Company's Corporate Governance Statement	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
5.1	Authorize Repurchase of Shares for Use in Employee Incentive Programs	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A qualified vote FOR is warranted as the proposed decision would fund equity remuneration plans that, despite lacking disclosure with regards to performance measures and performance period, is deemed to be within Sustainability Advisory Services guidelines.</i>				
5.2	Authorize Share Repurchase Program and Reissuance and/or Cancellation of Repurchased Shares	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal to repurchase and reissue company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.</i>				
6.1	Amend Articles Re: Delete Article 8, Paragraph 2	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights and are made to align the Articles of Association with the Norwegian Public Limited Liability Companies Act.</i>				
6.2	Amend Articles Re: Participation at General Meeting	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights and are made to align the Articles of Association with the Norwegian Public Limited Liability Companies Act.</i>				
6.3	Amend Articles Re: Record Date	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the proposed changes are neutral in terms of shareholder value and rights and are made to align the Articles of Association with the Norwegian Public Limited Liability Companies Act.</i>				
7	Amend Nomination Committee Procedures	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR item 7 is warranted due to a lack of concerns regarding the updated procedures of the nomination committee. A vote AGAINST item 9 and 10 is warranted, as the proposed names to be elected has not yet been disclosed.</i>				
8	Reelect Stein Erik Hagen (Chair), Liselott Kilaas, Peter Agneffjall and Anna Mossberg as Directors; Elect Christina Fagerberg and Rolv Erik Ryssdal as New Directors; Reelect Caroline Hagen Kjos as Deputy Director	Mgmt	For	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST Item 8 is warranted because candidate Liselott Kilaas is overboarded.</i>				

# Orkla ASA

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Reelect Anders Christian Stray Ryssda, Rebekka Glasser Herlofsen and Kjetil Houg as Members of Nominating Committee  <i>Voting Policy Rationale: A vote FOR this item is warranted, because of a lack of controversy regarding the nominating committee in the past.</i>	Mgmt	For	For	Do Not Vote
10	Elect Anders Christian Stray Ryssda as Chair of Nomination Committee	Mgmt	For	For	Do Not Vote
11	Approve Remuneration of Directors in the Amount NOK 970,000 for Chair, NOK 630,000 for Shareholder Elected Directors and NOK 485,000 for Employee Elected Directors; Approve Remuneration for Committee Work  <i>Voting Policy Rationale: A vote AGAINST item 11 is warranted, as the proposed director fees can be considered excessive in relation to comparable domestic peers. A vote FOR item 12 is warranted as nominating committee fees are usually modest and symbolic in this market.</i>	Mgmt	For	Against	Do Not Vote
12	Approve Remuneration of Nominating Committee  <i>Voting Policy Rationale: A vote AGAINST item 11 is warranted, as the proposed director fees can be considered excessive in relation to comparable domestic peers. A vote FOR item 12 is warranted as nominating committee fees are usually modest and symbolic in this market.</i>	Mgmt	For	For	Do Not Vote
13	Approve Remuneration of Auditors  <i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	Do Not Vote

# Proximus SA

**Meeting Date:** 04/20/2022

**Country:** Belgium

**Ticker:** PROX

**Record Date:** 04/06/2022

**Meeting Type:** Annual

**Primary Security ID:** B6951K109

**Shares Voted:** 16,618

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Receive Directors' Reports (Non-Voting)  <i>Voting Policy Rationale: No vote is required.</i>	Mgmt			
2	Receive Auditors' Reports (Non-Voting)  <i>Voting Policy Rationale: No vote is required.</i>	Mgmt			
3	Receive Information Provided by the Joint Committee  <i>Voting Policy Rationale: No vote is required.</i>	Mgmt			
4	Receive Consolidated Financial Statements and Statutory Reports (Non-Voting)  <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Financial Statements, Allocation of Income, and Dividends of EUR 1.20 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because: * There is an absence of a reverse auditor opinion or any compelling controversies concerning the annual accounts; and * because the proposed payout ratio is adequate without being excessive</i>				
6	Approve Remuneration Report	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST is warranted, because the proposed remuneration report is below par in relation to market standards, particularly with regard to poor level of disclosure on the level of achievement of performance metrics. We particularly note that the company does not provide any performance assessment, nor what is measured under individual targets which accounts for 40 percent of the STI. However, we raise particular concern with the lagged disclosure (only disclosure on applicable metrics in 2020, not on applicable and measured performance in 2021) and lack of adequate responsiveness by the board. Support is not warranted.</i>				
7	Approve Discharge of Members of the Board of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties.</i>				
8	Approve Discharge of Members of the Board of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any information about significant and compelling controversies that the board of auditors is not fulfilling its duties.</i>				
9	Approve Discharge of Auditors of the Proximus Group	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any information about significant and compelling controversies that the auditor is not fulfilling its duties.</i>				
10	Approve Discharge of Pierre Rion as Member of the Board of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any information about significant and compelling controversies that the board of auditors is not fulfilling its duties.</i>				
11	Reelect Agnes Touraine as Independent Director	Mgmt	For	For	For
	<i>Voting 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>				
12	Reelect Catherine Vandendorpe as Independent Director	Mgmt	For	For	For
	<i>Voting 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>				
13	Reelect Stefaan De Clerck as Director as Proposed by the Belgian State	Mgmt	For	For	For
	<i>Voting 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>				
14	Elect Claire Tillekaerts as Director as Proposed by the Belgian State	Mgmt	For	For	For
	<i>Voting 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>				
15	Elect Beatrice de Mahieu as Director as Proposed by the Belgian State	Mgmt	For	For	For
	<i>Voting 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>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Elect Audrey Hanard as Director as Proposed by the Belgian State	Mgmt	For	For	For
	<i>Voting 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>				
17	Ratify Deloitte as Auditors Certifying the Accounts for Proximus SA of Public Law and Approve Auditors' Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
18	Ratify Deloitte as Auditors In Charge of the Joint Audit of the Consolidated Accounts for the Proximus Group and Approve Auditors' Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
19	Transact Other Business	Mgmt			
	<i>Voting Policy Rationale: This is a routine non-voting item.</i>				

## Regions Financial Corporation

Meeting Date: 04/20/2022

Country: USA

Ticker: RF

Record Date: 02/22/2022

Meeting Type: Annual

Primary Security ID: 7591EP100

Shares Voted: 17,963

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Samuel A. Di Piazza, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1b	Elect Director Zhanna Golodryga	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1c	Elect Director John D. Johns	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1d	Elect Director Joia M. Johnson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1e	Elect Director Ruth Ann Marshall	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1f	Elect Director Charles D. McCrary	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1g	Elect Director James T. Prokopanko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1h	Elect Director Lee J. Styslinger, III	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				

# Regions Financial Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1i	Elect Director Jose S. Suquet <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director John M. Turner, Jr. <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1k	Elect Director Timothy Vines <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify Ernst & Young LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted. The change in the actuarial present value of pension benefits continues to make up a large portion of the CEO's reported pay. There are some goal rigor and disclosure concerns identified in the LTI program, as the relative metric targets merely the median and forward-looking goals for the absolute metric are not disclosed. However, goal rigor concerns have not translated to questionable payouts for the most recently completed performance cycle and performance targets for the absolute metric are disclosed retroactively. Moreover, the majority of LTI awards are earned based on multi-year performance, while the annual program is predominately based on pre-set, financial performance goals. Lastly, pay and performance are reasonably aligned for the year in review.</i>	Mgmt	For	For	For

## AGNC Investment Corp.

Meeting Date: 04/21/2022

Country: USA

Ticker: AGNC

Record Date: 02/25/2022

Meeting Type: Annual

Primary Security ID: 00123Q104

Shares Voted: 49,523

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Donna J. Blank <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Morris A. Davis <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director Peter J. Federico <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1d	Elect Director John D. Fisk <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1e	Elect Director Andrew A. Johnson, Jr. <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Gary D. Kain <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director Prue B. Larocca <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1h	Elect Director Paul E. Mullings	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Frances R. Spark	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Both the annual and long-term incentive programs were significantly based on pre-set financial goals. However, close monitoring is warranted given the company's use of overlapping goals in the STI and LTI pay programs. Further, continued monitoring of former CEO Kain's pay levels is warranted given that his target compensation is near that of the new CEO.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4a	Eliminate Supermajority Vote Requirement for Certain Amendments to the Certificate of Incorporation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.</i>				
4b	Eliminate Supermajority Vote Requirement for Amendments to Bylaws	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.</i>				
4c	Eliminate Supermajority Vote Requirement for Removal of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.</i>				

## Covivio SA

Meeting Date: 04/21/2022

Country: France

Ticker: COV

Record Date: 04/19/2022

Meeting Type: Annual/Special

Primary Security ID: F2R22T119

Shares Voted: 1,371

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 3.75 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Auditors' Special Report on Related-Party Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the company provided compelling explanations for transactions entered into or carried out during the year under review.</i>				
5	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
6	Approve Remuneration Policy of CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration policies are warranted, although the following concerns are raised: * The company still does not provide the executives' base salary in the policy itself but in other parts of the documentation that are not part the ex-ante vote of shareholders; * As the 2021 LTI grant would be similar to the previous LTI plans, it could allow below median performance vesting and enable the compensation of criteria; and * In case of constraint departure, the board may decide to allow full or part post-mandate vesting. The main reason for support is: * The absence of any other significant concern.</i>				
7	Approve Remuneration Policy of Vice-CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration policies are warranted, although the following concerns are raised: * The company still does not provide the executives' base salary in the policy itself but in other parts of the documentation that are not part the ex-ante vote of shareholders; * As the 2021 LTI grant would be similar to the previous LTI plans, it could allow below median performance vesting and enable the compensation of criteria; and * In case of constraint departure, the board may decide to allow full or part post-mandate vesting. The main reason for support is: * The absence of any other significant concern.</i>				
8	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
9	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
10	Approve Compensation of Jean Laurent, Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
11	Approve Compensation of Christophe Kullman, CEO	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST these remuneration reports under Items 11 and 12 are warranted because: * The ILT 2020 allows to some extent below median-performance and below target vesting. * The ILT 2020 could also enable the compensation of criteria as illustrated under the vested LTI where the criterion related to the bonus achievements offset the underperformance of the share price related criterion. * Under ILT 2017 and ILT 2018, despite underperforming peers on the TSR criterion, both LTIPs delivered substantial vesting distorting the alignment between remuneration and performance as reflected in the high concern on relative alignment of the P4P (see p.11). A vote FOR the remuneration report under Item 13 is warranted, although the following concerns are raised: * Under ILT 2017 and ILT 2018, despite underperforming peers on the TSR criterion, both LTIPs delivered substantial vesting distorting the alignment between remuneration and performance as reflected in the high concern on relative alignment of the P4P (see p.11). The main reason for support is that: * Dominique Ozanne, former vice-CEO, did not acquire any share from the ILT 2018 and the FY2019 upside bonus since the presence condition was not met.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12	Approve Compensation of Ollivier Esteve, Vice-CEO	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST these remuneration reports under Items 11 and 12 are warranted because: * The ILT 2020 allows to some extent below median-performance and below target vesting. * The ILT 2020 could also enable the compensation of criteria as illustrated under the vested LTI where the criterion related to the bonus achievements offset the underperformance of the share price related criterion. * Under ILT 2017 and ILT 2018, despite underperforming peers on the TSR criterion, both LTIPs delivered substantial vesting distorting the alignment between remuneration and performance as reflected in the high concern on relative alignment of the P4P (see p.11). A vote FOR the remuneration report under Item 13 is warranted, although the following concerns are raised: * Under ILT 2017 and ILT 2018, despite underperforming peers on the TSR criterion, both LTIPs delivered substantial vesting distorting the alignment between remuneration and performance as reflected in the high concern on relative alignment of the P4P (see p.11). The main reason for support is that: * Dominique Ozanne, former vice-CEO, did not acquire any share from the ILT 2018 and the FY2019 upside bonus since the presence condition was not met.</i>				
13	Approve Compensation of Dominique Ozanne, Vice-CEO Until 30 June 2021	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST these remuneration reports under Items 11 and 12 are warranted because: * The ILT 2020 allows to some extent below median-performance and below target vesting. * The ILT 2020 could also enable the compensation of criteria as illustrated under the vested LTI where the criterion related to the bonus achievements offset the underperformance of the share price related criterion. * Under ILT 2017 and ILT 2018, despite underperforming peers on the TSR criterion, both LTIPs delivered substantial vesting distorting the alignment between remuneration and performance as reflected in the high concern on relative alignment of the P4P (see p.11). A vote FOR the remuneration report under Item 13 is warranted, although the following concerns are raised: * Under ILT 2017 and ILT 2018, despite underperforming peers on the TSR criterion, both LTIPs delivered substantial vesting distorting the alignment between remuneration and performance as reflected in the high concern on relative alignment of the P4P (see p.11). The main reason for support is that: * Dominique Ozanne, former vice-CEO, did not acquire any share from the ILT 2018 and the FY2019 upside bonus since the presence condition was not met.</i>				
14	Reelect ACM Vie as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the election and reelection of these independent nominees are warranted in the absence of specific concerns (Items 16-17) * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended) and the absence of specific concerns (Items 14-15).</i>				
15	Reelect Romolo Bardin as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the election and reelection of these independent nominees are warranted in the absence of specific concerns (Items 16-17) * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended) and the absence of specific concerns (Items 14-15).</i>				
16	Reelect Alix d Ocagne as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the election and reelection of these independent nominees are warranted in the absence of specific concerns (Items 16-17) * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended) and the absence of specific concerns (Items 14-15).</i>				
17	Elect Daniela Schwarzer as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the election and reelection of these independent nominees are warranted in the absence of specific concerns (Items 16-17) * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended) and the absence of specific concerns (Items 14-15).</i>				
18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
	Extraordinary Business	Mgmt			
19	Authorize Capitalization of Reserves of Up to EUR 28 Million for Bonus Issue or Increase in Par Value	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted since this potential transfer of wealth is in shareholders' interests.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
20	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>				
21	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 71 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the authorizations under Items 21 and 23-24 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights. * A vote AGAINST the authorization under Item 22 is warranted because it does not respect the recommended 10-percent guidelines for issuances without preemptive rights.</i>				
22	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights, with a Binding Priority Right up to Aggregate Nominal Amount of EUR 28 Million	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: * Votes FOR the authorizations under Items 21 and 23-24 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights. * A vote AGAINST the authorization under Item 22 is warranted because it does not respect the recommended 10-percent guidelines for issuances without preemptive rights.</i>				
23	Authorize Capital Increase of Up to 10 Percent of Issued Capital for Future Exchange Offers	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the authorizations under Items 21 and 23-24 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights. * A vote AGAINST the authorization under Item 22 is warranted because it does not respect the recommended 10-percent guidelines for issuances without preemptive rights.</i>				
24	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the authorizations under Items 21 and 23-24 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights. * A vote AGAINST the authorization under Item 22 is warranted because it does not respect the recommended 10-percent guidelines for issuances without preemptive rights.</i>				
25	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the employee stock purchase plans is warranted as its proposed volume respects the 10-percent recommended guidelines.</i>				
26	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted, although it raises the following concerns: * 80 percent of the performance criteria set under the LTI plan could allow below median performance vesting; and * The LTI would enable the compensation between performance criteria.</i>				
27	Amend Article 3 and 7 of Bylaws	Mgmt	For	For	For
	<i>Voting Policy Rationale: This item merits a vote FOR as the provisions are non-contentious and neutral to shareholders' interests. However, the adoption of the new articles does not allow piecemeal voting by shareholders, who are presented with an all-or-nothing choice.</i>				
28	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>				

# Newmont Corporation

# Sun Life KBI Global Dividend Private Pool

Meeting Date: 04/21/2022

Country: USA

Ticker: NEM

Record Date: 02/22/2022

Meeting Type: Annual

Primary Security ID: 651639106

Shares Voted: 31,425

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Patrick G. Awuah, Jr. <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.2	Elect Director Gregory H. Boyce <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.3	Elect Director Bruce R. Brook <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.4	Elect Director Maura Clark <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.5	Elect Director Emma FitzGerald <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.6	Elect Director Mary A. Laschinger <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.7	Elect Director Jose Manuel Madero <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.8	Elect Director Rene Medori <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.9	Elect Director Jane Nelson <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.10	Elect Director Thomas Palmer <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.11	Elect Director Julio M. Quintana <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.12	Elect Director Susan N. Story <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted. Short- and long-term incentives are primarily performance-based, and the long-term awards utilized multi-year performance periods. Although the committee adjusted some of the STI targets towards the end of the year, the rationale and impact on final payouts were disclosed. The adjustments did not raise payouts for the company performance portion above the target level and aggregate payouts were lower than the prior year.</i>	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For

Meeting Date: 04/21/2022

Country: Singapore

Ticker: S63

Record Date:

Meeting Type: Annual

Primary Security ID: Y7996W103

Shares Voted: 48,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Adopt Financial Statements and Directors' and Auditors' Reports <i>Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.</i>	Mgmt	For	For	For
2	Approve Final Dividend <i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.</i>	Mgmt	For	For	For
3	Reelect Lim Chin Hu as Director <i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>	Mgmt	For	For	For
4	Reelect Quek See Tiat as Director <i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>	Mgmt	For	For	For
5	Reelect Song Su-Min as Director <i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>	Mgmt	For	For	For
6	Reelect Kevin Kwok Khien as Director <i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>	Mgmt	For	For	For
7	Reelect Tan Peng Yam as Director <i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>	Mgmt	For	For	For
8	Reelect Teo Ming Kian as Director <i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>	Mgmt	For	For	For
9	Approve Directors' Remuneration <i>Voting Policy Rationale: Director fees in Singapore are usually reasonable. In the absence of known concerns over director fees at the company, a vote FOR this proposal is warranted.</i>	Mgmt	For	For	For
10	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration <i>Voting 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>	Mgmt	For	For	For
11	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights <i>Voting Policy Rationale: A vote FOR this resolution is warranted because the issuance request without preemptive rights is within the recommended limit.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12	Approve Grant of Awards and Issuance of Shares Under the Singapore Technologies Engineering Performance Share Plan 2020 and the Singapore Technologies Engineering Restricted Share Plan 2020	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted in view of the following: * The company could be considered a mature company, and the limit under the Share Plans 2020, the only operating share-based incentive schemes of the company, is 5 percent of the company's issued capital. * The company adopts an annual grant limit of 0.5 percent of the total number of issued shares, excluding treasury shares and subsidiary holdings. * Performance criteria to be utilized under the share plans are disclosed but the specific targets to be achieved have not been disclosed. Nonetheless, the quality of disclosure is better than that at most companies in Singapore. * Non-executive directors will be receiving share awards under the RSP 2020 in lieu of their cash compensation.</i>				
13	Approve Renewal of Mandate for Interested Person Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: Given the protections that Singapore law and listing requirements provide, related-party transactions are routine items in Singapore. As such, a vote FOR this resolution is warranted.</i>				
14	Authorize Share Repurchase Program	Mgmt	For	For	For
	<i>Voting 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>				

## SITC International Holdings Company Limited

Meeting Date: 04/22/2022

Country: Cayman Islands

Ticker: 1308

Record Date: 04/14/2022

Meeting Type: Annual

Primary Security ID: G8187G105

Shares Voted: 12,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.</i>				
3	Elect Xue Mingyuan as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.</i>				
4	Elect Lai Zhiyong as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.</i>				
5	Elect Yang Xin as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.</i>				
6	Elect Liu Ka Ying, Rebecca as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Elect Tse Siu Ngan as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.</i>				
8	Elect Hu Mantian (Mandy) as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees and the company's board and committee dynamics.</i>				
9	Authorize Board to Fix Remuneration of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: Director fees at Hong Kong-listed companies are usually reasonable. In the absence of known concerns over director remuneration at the company, a vote FOR this proposal is warranted.</i>				
10	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	<i>Voting 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>				
11	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues concerning the proposed share repurchase.</i>				
12	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST the general share issuance mandate in Item 12 is warranted given the company has not specified the discount limit. A vote AGAINST the share reissuance request in Item 13 is warranted given the following: * The company has not specified the discount limit. * The reissuance of repurchase share would cause the aggregate share issuance limit to exceed 10 percent of the relevant class of shares.</i>				
13	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST the general share issuance mandate in Item 12 is warranted given the company has not specified the discount limit. A vote AGAINST the share reissuance request in Item 13 is warranted given the following: * The company has not specified the discount limit. * The reissuance of repurchase share would cause the aggregate share issuance limit to exceed 10 percent of the relevant class of shares.</i>				

## Citigroup Inc.

Meeting Date: 04/26/2022

Country: USA

Ticker: C

Record Date: 02/28/2022

Meeting Type: Annual

Primary Security ID: 172967424

Shares Voted: 3,364

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Ellen M. Costello	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Grace E. Dailey	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Barbara J. Desoer	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1d	Elect Director John C. Dugan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Jane N. Fraser	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Duncan P. Hennes	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Peter B. Henry	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director S. Leslie Ireland	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Renee J. James	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Gary M. Reiner	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Diana L. Taylor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1l	Elect Director James S. Turley	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: There is concern raised by annual incentive pay determinations which, although guided by wide-ranging performance assessments, are ultimately determined discretionally. Moreover, investors may question the need for additional award opportunities in furtherance of goals to address problems around risk and control, when related performance assessments resulted in incentive pay reductions in the prior year. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review, and the increase in the CEO's incentive awards for the 2021 performance year directionally aligns with the company's modestly improved financial performance. Further, the CEO's long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals that were recently increased. Lastly, in a supplemental filing the board has elaborated on the proxy's disclosure regarding the rationale and mechanics of the one-time awards. While the additional disclosure does not fully mitigate concerns, it does address several deficiencies in disclosure in the proxy statement. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and one-time pay decisions.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				
5	Adopt Management Pay Clawback Authorization Policy	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as Citigroup's recoupment policies are relatively robust and establishing a collective responsibility among executive officers for monetary penalties imposed on the company is viewed as overly burdensome.</i>				
6	Require Independent Board Chair	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Report on Respecting Indigenous Peoples' Rights  <i>Voting 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>	SH	Against	For	For
8	Adopt a Financing Policy Consistent with IEA's Net Zero Emissions by 2050 Scenario  <i>Voting Policy Rationale: A vote AGAINST this resolution is warranted, due to the company's current commitments to low-carbon economy and expected goal setting.</i>	SH	Against	Against	Against
9	Report on Civil Rights and Non-Discrimination Audit  <i>Voting Policy Rationale: A vote AGAINST this resolution is warranted, as the company has non-discrimination, non-harassment, and non-retaliation policies in place and provides sufficient information for shareholders to assess any reverse discrimination effect the company's employee programs and training materials may be having.</i>	SH	Against	Against	Against

## Domino's Pizza, Inc.

Meeting Date: 04/26/2022

Country: USA

Ticker: DPZ

Record Date: 03/02/2022

Meeting Type: Annual

Primary Security ID: 25754A201

Shares Voted: 825

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director David A. Brandon  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.2	Elect Director C. Andrew Ballard  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.3	Elect Director Andrew B. Balson  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.4	Elect Director Corie S. Barry  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.5	Elect Director Diana F. Cantor  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.6	Elect Director Richard L. Federico  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.7	Elect Director James A. Goldman  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.8	Elect Director Patricia E. Lopez  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.9	Elect Director Russell J. Weiner  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

# Domino's Pizza, Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are based entirely on an objective financial metric and performance shares are now measured over a three-year performance period.</i>	Mgmt	For	For	For

# Exelon Corporation

Meeting Date: 04/26/2022

Country: USA

Ticker: EXC

Record Date: 03/01/2022

Meeting Type: Annual

Primary Security ID: 30161N101

Shares Voted: 5,824

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Anthony Anderson <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Ann Berzin <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director W. Paul Bowers <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1d	Elect Director Marjorie Rodgers Cheshire <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1e	Elect Director Christopher Crane <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Carlos Gutierrez <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director Linda Jojo <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director Paul Joskow <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director John Young <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For

# Exelon Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. The majority of CEO compensation is conditioned on objective financial performance metrics, resulting in an alignment between CEO pay and company performance.</i>				
4	Report on Use of Child Labor in Supply Chain	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as it is unclear how the requested report would benefit shareholders given that the production of electric vehicle batteries is not within the company's supply chain.</i>				

## International Business Machines Corporation

Meeting Date: 04/26/2022

Country: USA

Ticker: IBM

Record Date: 02/25/2022

Meeting Type: Annual

Primary Security ID: 459200101

Shares Voted: 7,991

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Thomas Buberl	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director David N. Farr	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Alex Gorsky	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Michelle J. Howard	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Arvind Krishna	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Andrew N. Liveris	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Frederick William McNabb, III	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Martha E. Pollack	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Joseph R. Swedish	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Peter R. Voser	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Frederick H. Waddell	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1l	Elect Director Alfred W. Zollar	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote the company engaged with shareholders and clearly disclosed the feedback received from shareholders regarding the prior year's one-time equity award to former NEO Whitehurst. No one-time awards were granted to NEOs during 2021, and the company states that it agrees that one-time grants should only occur in extraordinary circumstances, and that the company does not anticipate the need to provide one-time awards to its NEOs going forward. Additionally, the majority of CEO compensation remains conditioned on objective financial performance, resulting in an alignment between CEO pay and company performance. However, shareholders would benefit from improved incentive target disclosure going forward.</i>				
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would enhance the existing shareholder right to call special meetings.</i>				
5	Require Independent Board Chair	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>				
6	Report on Concealment Clauses	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because more information would help shareholders understand how the company is assessing and managing the risks of using of concealment clauses, particularly risks pertaining to age discrimination claims that have been pursued through arbitration and the related controversies.</i>				

## La Francaise des Jeux SA

**Meeting Date:** 04/26/2022

**Country:** France

**Ticker:** FDJ

**Record Date:** 04/22/2022

**Meeting Type:** Annual/Special

**Primary Security ID:** F55896108

**Shares Voted:** 6,003

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 1.24 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				

<b>Proposal Number</b>	<b>Proposal Text</b>	<b>Proponent</b>	<b>Mgmt Rec</b>	<b>Voting Policy Rec</b>	<b>Vote Instruction</b>
4	Approve Auditors' Special Report on Related-Party Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the information disclosed in the auditors' special report does not raise any concerns.</i>				
5	Reelect Didier Trutt as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 40.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 54.5 percent vs 50 percent recommended) and the absence of specific concerns (Item 5 and 6). * A vote FOR the (re)election of this independent nominee is warranted in the absence of specific concerns (Item 7).</i>				
6	Reelect Ghislaine Doukhan as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 40.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 54.5 percent vs 50 percent recommended) and the absence of specific concerns (Item 5 and 6). * A vote FOR the (re)election of this independent nominee is warranted in the absence of specific concerns (Item 7).</i>				
7	Reelect Xavier Girre as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 40.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 54.5 percent vs 50 percent recommended) and the absence of specific concerns (Item 5 and 6). * A vote FOR the (re)election of this independent nominee is warranted in the absence of specific concerns (Item 7).</i>				
8	Renew Appointment of PricewaterhouseCoopers Audit as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
9	Acknowledge End of Mandate of Jean-Christophe Georghiou as Alternate Auditor and Decision Not to Renew	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted as it is deemed non-contentious.</i>				
10	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
11	Approve Compensation of Stephane Pallez, Chairman and CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
12	Approve Compensation of Charles Lantieri, Vice-CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
13	Approve Remuneration Policy of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted in the absence of any significant concern.</i>				
14	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback program merits a vote FOR.</i>				
	Extraordinary Business	Mgmt			
15	Authorize up to 0.06 Percent of Issued Capital for Use in Restricted Stock Plans	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted as this stock plan is without any serious concerns.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Authorize Capital Issuances for Use in Employee Stock Purchase Plans <i>Voting Policy Rationale: A vote FOR the employee stock purchase plans is warranted as its proposed volume respects recommended guidelines.</i>	Mgmt	For	For	For
17	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares <i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>	Mgmt	For	For	For
18	Amend Article 29 of Bylaws Re: Optional Reserve <i>Voting Policy Rationale: A vote FOR is warranted given the absence of any serious concerns.</i>	Mgmt	For	For	For
	Ordinary Business	Mgmt			
19	Authorize Filing of Required Documents/Other Formalities <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For

**Sekisui House, Ltd.**

Meeting Date: 04/26/2022      Country: Japan      Ticker: 1928  
 Record Date: 01/31/2022      Meeting Type: Annual  
 Primary Security ID: J70746136

Shares Voted: 20,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 47 <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>	Mgmt	For	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
3.1	Elect Director Nakai, Yoshihiro <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.2	Elect Director Horiuchi, Yosuke <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.3	Elect Director Tanaka, Satoshi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.4	Elect Director Miura, Toshiharu <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.5	Elect Director Ishii, Toru <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.6	Elect Director Yoshimaru, Yukiko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.7	Elect Director Kitazawa, Toshifumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Nakajima, Yoshimi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Takegawa, Keiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Abe, Shinichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.1	Appoint Statutory Auditor Ogino, Takashi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.2	Appoint Statutory Auditor Tsuruta, Ryuichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Taylor Wimpey Plc

Meeting Date: 04/26/2022

Country: United Kingdom

Ticker: TW

Record Date: 04/22/2022

Meeting Type: Annual

Primary Security ID: G86954107

Shares Voted: 110,683

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting 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 Final Dividend	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>				
3	Re-elect Irene Dörner as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
4	Re-elect Jennie Daly as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
5	Re-elect Chris Carney as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
6	Re-elect Robert Noel as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
7	Re-elect Humphrey Singer as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				

# Taylor Wimpey Plc

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Re-elect Lord Jitesh Gadhia as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
9	Re-elect Scilla Grimble as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
10	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>				
11	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>				
12	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
13	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
14	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
15	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>				
16	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is considered warranted in the absence of material concerns.</i>				
17	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting 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 the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

# Cigna Corporation

**Meeting Date:** 04/27/2022

**Country:** USA

**Ticker:** CI

**Record Date:** 03/08/2022

**Meeting Type:** Annual

**Primary Security ID:** 125523100

**Shares Voted:** 8,710

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director David M. Cordani	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director William J. DeLaney	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Eric J. Foss	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Elder Granger	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Neesha Hathi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director George Kurian	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Kathleen M. Mazzarella	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Mark B. McClellan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Kimberly A. Ross	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Eric C. Wiseman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Donna F. Zarcone	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Both annual and long-term incentive programs are sufficiently linked to objective performance goals, and paid out below target for 2021 and 2019-2021 performance. However, concerns are noted regarding the lack of forward-looking goal disclosure under the long-term incentive program, and the significant use of committee discretion for annual incentive awards. Continued monitoring of incentive program payouts and structure is warranted.</i>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.</i>				
5	Report on Gender Pay Gap	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives.</i>				
6	Report on Congruency of Political Spending with Company Values and Priorities	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as more comprehensive information comparing Cigna's public policy statements and its direct and indirect political contributions and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks from political activities conducted by its partners.</i>				

# Kimberly-Clark Corporation

## Sun Life KBI Global Dividend Private Pool

Meeting Date: 04/27/2022

Country: USA

Ticker: KMB

Record Date: 02/28/2022

Meeting Type: Annual

Primary Security ID: 494368103

Shares Voted: 2,859

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Sylvia M. Burwell	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director John W. Culver	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Robert W. Decherd	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Michael D. Hsu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Mae C. Jemison	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director S. Todd Madlin	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Deirdre A. Mahlan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Sherilyn S. McCoy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Christa S. Quarles	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Jaime A. Ramirez	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.11	Elect Director Dunia A. Shive	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.12	Elect Director Mark T. Smucker	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.13	Elect Director Michael D. White	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Pay and performance are reasonably aligned for the year under review and incentive programs are largely tied to objective performance metrics. Although a NEO received a sizable severance payment, the payment is reasonable given that the company disclosed that the payout was in connection with an involuntary termination.</i>				

Meeting Date: 04/28/2022

Country: France

Ticker: CS

Record Date: 04/26/2022

Meeting Type: Annual/Special

Primary Security ID: F06106102

Shares Voted: 29,694

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 1.54 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				
4	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
5	Approve Compensation of Denis Duverne, Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
6	Approve Compensation of Thomas Buberl, CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted although the following concerns are raised: * The level of disclosure on individual performance criteria attached to the bonus is limited; and * Retesting was implemented on the stock option plans that vested. The main reasons for support are: * The company improved its disclosure on group performance criteria attached to the bonus; * The company ended the grant of option plans; and * There are no other concerns.</i>				
7	Approve Remuneration Policy of CEO	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST the proposed remuneration policy is warranted because: * The rationale supporting the increase of the pay package is not compelling; * Even if improved, the level of transparency on the bonus individual performance criteria still lies below best market standards; and * The policy maintains the possibility of a post-mandate vesting of awards, with no information on the application of a pro-rata principle.</i>				
8	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
9	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern</i>				
10	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the information disclosed in the auditors' special report does not raise any concerns.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	Reelect Thomas Buberl as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 12-14 &amp; 16). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 64.7 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 78.6 percent vs 50 percent recommended) (Items 11 &amp; 15).</i>				
12	Reelect Rachel Duan as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 12-14 &amp; 16). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 64.7 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 78.6 percent vs 50 percent recommended) (Items 11 &amp; 15).</i>				
13	Reelect Andre Francois-Poncet as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 12-14 &amp; 16). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 64.7 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 78.6 percent vs 50 percent recommended) (Items 11 &amp; 15).</i>				
14	Ratify Appointment of Clotilde Delbos as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 12-14 &amp; 16). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 64.7 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 78.6 percent vs 50 percent recommended) (Items 11 &amp; 15).</i>				
15	Elect Gerald Harlin as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 12-14 &amp; 16). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 64.7 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 78.6 percent vs 50 percent recommended) (Items 11 &amp; 15).</i>				
16	Elect Rachel Picard as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 12-14 &amp; 16). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 64.7 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 78.6 percent vs 50 percent recommended) (Items 11 &amp; 15).</i>				
17	Appoint Ernst & Young Audit as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
18	Appoint Picarle et Associes as Alternate Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
19	Approve Remuneration of Directors in the Aggregate Amount of EUR 2.1 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted since the proposed amount remains in line with French market practices.</i>				
20	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
	Extraordinary Business	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
21	Authorize Capital Issuances for Use in Employee Stock Purchase Plans  <i>Voting Policy Rationale: Votes FOR the employee stock purchase plans are warranted as the proposed volume respects the 10-percent recommended guidelines.</i>	Mgmt	For	For	For
22	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of the Group's Subsidiaries  <i>Voting Policy Rationale: Votes FOR the employee stock purchase plans are warranted as the proposed volume respects the 10-percent recommended guidelines.</i>	Mgmt	For	For	For
23	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans with Performance Conditions Attached  <i>Voting Policy Rationale: A vote FOR this authorization is warranted as it does not raise concerns.</i>	Mgmt	For	For	For
24	Authorize up to 0.40 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Pension Contribution  <i>Voting Policy Rationale: A vote FOR this authorization is warranted as it does not raise concerns.</i>	Mgmt	For	For	For
25	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares  <i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>	Mgmt	For	For	For
26	Amend Article 10 of Bylaws Re: Directors Length of Term  <i>Voting Policy Rationale: Votes FOR the proposed amendments are warranted as they are not contentious.</i>	Mgmt	For	For	For
27	Amend Article 3 of Bylaws Re: Corporate Purpose  <i>Voting Policy Rationale: Votes FOR the proposed amendments are warranted as they are not contentious.</i>	Mgmt	For	For	For
28	Authorize Filing of Required Documents/Other Formalities  <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For

**Pfizer Inc.**

Meeting Date: 04/28/2022      Country: USA      Ticker: PFE  
 Record Date: 03/02/2022      Meeting Type: Annual  
 Primary Security ID: 717081103

Shares Voted: 7,147

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Ronald E. Blaylock  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.2	Elect Director Albert Bourla  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.3	Elect Director Susan Desmond-Hellmann  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.4	Elect Director Joseph J. Echevarria	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Scott Gottlieb	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Helen H. Hobbs	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Susan Hockfield	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Dan R. Littman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Shantanu Narayen	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Suzanne Nora Johnson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.11	Elect Director James Quincey	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.12	Elect Director James C. Smith	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting 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 for the year in review. Moreover, annual incentives are primarily determined by pre-set financial metrics, and the company targets a long-term award mix of half performance-conditioned equity, with payouts capped in the event absolute TSR is negative.</i>				
4	Amend Proxy Access Right	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.</i>				
5	Report on Congruency of Political Electioneering Expenditures with Company Values and Policies	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company discloses its political contributions to state and local candidates, leadership PACs, and trade associations. It has also recently provided a congruency report comparing its stated values with those of its major trade associations, so a report such as the one the proponent is requesting would not differ substantially from information already available. BACKGROUND INFORMATION Policies: Political Spending &amp; Lobbying Activities</i>				
6	Report on Feasibility of Technology Transfer to Boost Covid-19 Vaccine Production	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the company has faced recent criticism for its role in global COVID-19 vaccine inequity and additional information would allow shareholders to understand how the company is managing related risks.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Report on Board Oversight of Risks Related to Anticompetitive Practices	SH	Against	For	For
	<i>Voting 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 anticompetitive practices, particularly in light of Pfizer's involvement in related controversies.</i>				
8	Report on Public Health Costs of Limited Sharing of Vaccine Technology	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the scope of the request is overly broad and shareholders may be better served by relying on analysis from others, such as the scientific and economic community, to evaluate the relationship between intellectual property rights, the economy, and portfolio returns.</i>				

## Texas Instruments Incorporated

Meeting Date: 04/28/2022

Country: USA

Ticker: TXN

Record Date: 03/02/2022

Meeting Type: Annual

Primary Security ID: 882508104

Shares Voted: 12,238

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Mark A. Blinn	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1b	Elect Director Todd M. Bluedorn	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1c	Elect Director Janet F. Clark	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1d	Elect Director Carrie S. Cox	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1e	Elect Director Martin S. Craighead	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1f	Elect Director Jean M. Hobby	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1g	Elect Director Michael D. Hsu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1h	Elect Director Haviv Ilan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1i	Elect Director Ronald Kirk	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1j	Elect Director Pamela H. Patsley	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				
1k	Elect Director Robert E. Sanchez	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominee is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1l	Elect Director Richard K. Templeton	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. The company continues to grant annual incentive awards according to a non-formulaic subjective review of company performance, and the long-term incentive awards are entirely time-based, lacking any long-term performance conditions. Nevertheless, CEO pay and company performance remain reasonably aligned at this time.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as lowering the threshold to call special meetings would enhance the rights of shareholders.</i>				

## The Goldman Sachs Group, Inc.

Meeting Date: 04/28/2022

Country: USA

Ticker: GS

Record Date: 02/28/2022

Meeting Type: Annual

Primary Security ID: 38141G104

Shares Voted: 874

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Michele Burns	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1b	Elect Director Drew Faust	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1c	Elect Director Mark Flaherty	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1d	Elect Director Kimberley Harris	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1e	Elect Director Ellen Kullman	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1f	Elect Director Lakshmi Mittal	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1g	Elect Director Adebayo Ogunesi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1h	Elect Director Peter Oppenheimer	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1i	Elect Director David Solomon	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1j	Elect Director Jan Tighe	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1k	Elect Director Jessica Uhl	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1l	Elect Director David Viniar	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
1m	Elect Director Mark Winkelman	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Chair of the Public Responsibilities Committee Ellen Kullman and Chair of the Risk Committee Mark Winkelman is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes FOR the remaining director nominees are warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: The increase in reported CEO pay is attributable to a large special award granted in FY21. The quantum and timing of the special award may raise concerns for some investors, particularly given the recent reduction in incentive pay. In addition, the annual incentive determination process continues to raise some concern, as awards are ultimately discretionarily determined. However, the value of the special of the award is more reasonable when annualized over the five-year performance period, and the award is 100 percent performance-based, with absolute TSR goals requiring significant share price appreciation. The increase in CEO performance year pay is directionally aligned with strong annual company performance and key financial metrics assessed are consistent with the prior year. In addition, following a significant increase in PSU weighting for certain NEOs, the LTI program for all NEOs is now entirely performance-conditioned, based on clearly disclosed multi-year goals. Lastly, neither the application of committee discretion nor the special award have resulted in a quantitative pay-for-performance misalignment for the year in review. On balance of these factors, a vote FOR this proposal is warranted, with caution. Close continued monitoring of pay decisions and outcomes is warranted, as the pay program's reliance on discretion and special award practices may be scrutinized, particularly if pay and performance are misaligned.</i>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Report on Charitable Contributions	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>				
5	Require Independent Board Chair	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>				
6	Adopt a Financing Policy Consistent with IEA's Net Zero Emissions by 2050 Scenario	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its 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>				
7	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting 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>				

## Agnico Eagle Mines Limited

Meeting Date: 04/29/2022

Country: Canada

Ticker: AEM

Record Date: 03/18/2022

Meeting Type: Annual/Special

Primary Security ID: 008474108

Shares Voted: 7,351

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Leona Aglukkaq	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.2	Elect Director Ammar Al-Joundi	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.3	Elect Director Sean Boyd	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.4	Elect Director Martine A. Celej	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.5	Elect Director Robert J. Gemmell	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.6	Elect Director Jonathan Gill	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.7	Elect Director Peter Grosskopf	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.8	Elect Director Elizabeth Lewis-Gray	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.9	Elect Director Deborah McCombe	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.10	Elect Director Jeffrey Parr	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.11	Elect Director John Merfyn Roberts	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1.12	Elect Director Jamie C. Sokalsky	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: Vote FOR the ratification of Ernst &amp; Young LLP as auditor as non-audit fees (15 percent) were reasonable relative to total fees paid to the auditor.</i>				
3	Amend Incentive Share Purchase Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this Employee Share Purchase Plan as the plan's provisions conform to best practice standards within the Canadian market.</i>				
4	Advisory Vote on Executive Compensation Approach	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this non-binding advisory vote is warranted at this time. The initial quantitative pay-for-performance screen identified a high concern driven by MOM and RDA. This comes after last year's high concern which was reduced to a medium. Based on RDA, it appears the disconnect between CEO pay and company performance widened significantly, year-over-year. Furthermore, while TSR performance was positive in 2020, even outperforming certain benchmarks over mid- and long-term timeframes, TSR turned significantly negative in 2021 (-23 percent), mostly underperforming all relevant benchmarks over the one-, three-, and five-year timeframes. While the difference between the CEO's realized pay and the total direct compensation appears to track the average total shareholder return over the last five years, the high concern level has been maintained based on the following factors: * The company's TSR has underperformed its peer group and the Composite Index, over one-, three-, and five-year timeframes, and underperformed the comparable 4-digit GICS group over the one- and three-year timeframes (it performed in line with the group over five years), while the overall quantum of CEO granted pay continues to grow over the past three years; and * The company's compensation has remained significantly higher than its own peer group median for the most recent year and on a three- and five-year average basis. In light of the above, there appears to be a pay-for-performance disconnect. As such, a vote AGAINST the say-on-pay proposal is warranted.</i>				

**ASML Holding NV**

**Meeting Date:** 04/29/2022      **Country:** Netherlands      **Ticker:** ASML  
**Record Date:** 04/01/2022      **Meeting Type:** Annual  
**Primary Security ID:** N07059202

Shares Voted: 351

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Open Meeting	Mgmt			
	<i>Voting Policy Rationale: No vote is required for this item.</i>				
2	Discuss the Company's Business, Financial Situation and Sustainability	Mgmt			
	<i>Voting Policy Rationale: No vote is required for this item.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3a	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because the remuneration report is broadly in line with market practice and no problematic pay practices are identified, whereas pay is aligned with company performance.</i>				
3b	Adopt Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>				
3c	Receive Explanation on Company's Reserves and Dividend Policy	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
3d	Approve Dividends of EUR 5.50 Per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				
4a	Approve Discharge of Management Board	Mgmt	For	For	For
	<i>Voting 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>				
4b	Approve Discharge of Supervisory Board	Mgmt	For	For	For
	<i>Voting 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>				
5	Approve Number of Shares for Management Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>				
6	Amend Remuneration Policy for Management Board	Mgmt	For	For	For
	<i>Voting 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. Although we note the significant increase in the at-target pay package, this concern is somewhat mitigated by the fact that the company last performed a benchmark exercise in 2017 and since then has grown significantly whereas the proposed pay appears in line with updated peers.</i>				
7a	Announce Intention to Reappoint P.T.F.M. Wennink to Management Board	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
7b	Announce Intention to Reappoint M.A. van den Brink to Management Board	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
7c	Announce Intention to Reappoint F.J.M. Schneider-Maunoury to Management Board	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
7d	Announce Intention to Reappoint C.D. Fouquet to Management Board	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
7e	Announce Intention to Reappoint R.J.M. Dassen to Management Board	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
8a	Announce Vacancies on the Supervisory Board	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8b	Opportunity to Make Recommendations <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
8c	Announce Recommendation to Reappoint T.L. Kelly and Appoint A.F.M. Everke and A.L. Steegen as Members of the Supervisory Board <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
8d	Reelect T.L. Kelly to Supervisory Board <i>Voting 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>	Mgmt	For	For	For
8e	Elect A.F.M. Everke to Supervisory Board <i>Voting 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>	Mgmt	For	For	For
8f	Elect A.L. Steegen to Supervisory Board <i>Voting 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>	Mgmt	For	For	For
8g	Discuss Composition of the Supervisory Board <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
9	Ratify KPMG Accountants N.V. as Auditors for the Reporting Years 2023 and 2024 <i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For
10	Ratify Deloitte Accountants B.V. as Auditors for the Reporting Year 2025 <i>Voting Policy Rationale: This item was withdrawn by the board following the April 1, 2022, announcement.</i>	Mgmt			
11	Amend Articles of Association <i>Voting Policy Rationale: A vote FOR is warranted. The amendments to the articles mainly relate to legislative changes and do not affect shareholder value.</i>	Mgmt	For	For	For
12a	Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For
12b	Authorize Board to Exclude Preemptive Rights from Share Issuances <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For
13	Authorize Repurchase of Up to 10 Percent of Issued Share Capital <i>Voting 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 ASML Holding 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>	Mgmt	For	For	For
14	Authorize Cancellation of Repurchased Shares <i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Other Business (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: No vote is required for this item.</i>				
16	Close Meeting	Mgmt			
	<i>Voting Policy Rationale: No vote is required for this item.</i>				

## Mercedes-Benz Group AG

Meeting Date: 04/29/2022

Country: Germany

Ticker: MBG

Record Date:

Meeting Type: Annual

Primary Security ID: D1668R123

Shares Voted: 4,396

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
2	Approve Allocation of Income and Dividends of EUR 5.00 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>				
3	Approve Discharge of Management Board for Fiscal Year 2021	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST the discharge of the management and supervisory boards are considered warranted because: * On July 8, 2021, the European Commission found the German automakers (including MBG) guilty of collusion regarding restricting competition in emissions cleaning for new diesel passenger cars between 2009 and 2014. The company paid no fines owing to its principal witness status. * While MBG may be applauded for self-reporting and bringing the cartel to light, concerns are raised with respect to the fact that a culture existed within this company which led to not just the diesel emissions scandal, but also to collusion on technical matters with the other major German car manufacturers to the detriment of the company and its shareholders, as well as stakeholders worldwide. While no specific member of the company's management board or supervisory board has thus far been found guilty of misconduct or negligence, the fact remains that for many years, there existed a corporate culture that allowed for the described facts to happen, leading to significant reputational, financial, and also environmental damage worldwide. * Due to the symbolic nature of the discharge vote in Germany and the historical nature of the antitrust case as well as ongoing diesel emissions issues, and because the discharge resolutions are currently bundled, which does not allow shareholders to target individuals of both bodies who may have been involved in failures of due diligence from 2009 until 2014, votes AGAINST are warranted.</i>				
4	Approve Discharge of Supervisory Board for Fiscal Year 2021	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST the discharge of the management and supervisory boards are considered warranted because: * On July 8, 2021, the European Commission found the German automakers (including MBG) guilty of collusion regarding restricting competition in emissions cleaning for new diesel passenger cars between 2009 and 2014. The company paid no fines owing to its principal witness status. * While MBG may be applauded for self-reporting and bringing the cartel to light, concerns are raised with respect to the fact that a culture existed within this company which led to not just the diesel emissions scandal, but also to collusion on technical matters with the other major German car manufacturers to the detriment of the company and its shareholders, as well as stakeholders worldwide. While no specific member of the company's management board or supervisory board has thus far been found guilty of misconduct or negligence, the fact remains that for many years, there existed a corporate culture that allowed for the described facts to happen, leading to significant reputational, financial, and also environmental damage worldwide. * Due to the symbolic nature of the discharge vote in Germany and the historical nature of the antitrust case as well as ongoing diesel emissions issues, and because the discharge resolutions are currently bundled, which does not allow shareholders to target individuals of both bodies who may have been involved in failures of due diligence from 2009 until 2014, votes AGAINST are warranted.</i>				

# Mercedes-Benz Group AG

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.1	Ratify KPMG AG as Auditors for Fiscal Year 2022	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
5.2	Ratify KPMG AG as Auditors for the 2023 Interim Financial Statements until the 2023 AGM	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
6.1	Elect Dame Courtice to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
6.2	Elect Marco Gobbetti to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
7	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting 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. Nonetheless, shareholders should note that: * There is only vague information provided regarding the average remuneration of employees of the company in a manner which permits comparison with directors' remuneration. * STI target achievement is subject to discretionary adjustments via non-financial performance criteria (+/-10 percent) and transformation targets (up to 25 percent), while the rigor of the latter is only vaguely disclosed on an ex-post basis.</i>				

# Bristol-Myers Squibb Company

**Meeting Date:** 05/03/2022

**Country:** USA

**Ticker:** BMY

**Record Date:** 03/14/2022

**Meeting Type:** Annual

**Primary Security ID:** 110122108

**Shares Voted:** 3,252

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1A	Elect Director Peter J. Arduini	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1B	Elect Director Giovanni Caforio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1C	Elect Director Julia A. Haller	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1D	Elect Director Manuel Hidalgo Medina	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1E	Elect Director Paula A. Price	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1F	Elect Director Derica W. Rice	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1G	Elect Director Theodore R. Samuels	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

# Bristol-Myers Squibb Company

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1H	Elect Director Gerald L. Storch <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1I	Elect Director Karen H. Vousden <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1J	Elect Director Phyllis R. Yale <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.</i>	Mgmt	For	For	For
3	Ratify Deloitte & Touche LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting <i>Voting Policy Rationale: A vote FOR this proposal is warranted. Lowering the ownership threshold from 15 percent to 10 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.</i>	SH	Against	For	For
5	Require Independent Board Chair <i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>	SH	Against	For	For

# Expeditors International of Washington, Inc.

**Meeting Date:** 05/03/2022

**Country:** USA

**Ticker:** EXPD

**Record Date:** 03/08/2022

**Meeting Type:** Annual

**Primary Security ID:** 302130109

**Shares Voted:** 15,294

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Glenn M. Alger <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.2	Elect Director Robert P. Carlile <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.3	Elect Director James M. DuBois <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.4	Elect Director Mark A. Emmert <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.5	Elect Director Diane H. Gulyas <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.6	Elect Director Jeffrey S. Musser <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.7	Elect Director Brandon S. Pedersen	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Liane J. Pelletier	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Olivia D. Polius	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: Although some concern is raised given the funding structure for annual incentive awards carries the potential for substantial cash payouts, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.</i>				
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Report on Political Contributions and Expenditures	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as additional disclosure of the company's political contributions, including trade association memberships and payments, and the company's oversight mechanisms regarding those contributions would allow shareholders to better assess related risks.</i>				

**Kuehne + Nagel International AG**

**Meeting Date:** 05/03/2022

**Country:** Switzerland

**Ticker:** KNIN

**Record Date:**

**Meeting Type:** Annual

**Primary Security ID:** H4673L145

**Shares Voted:** 842

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.</i>				
2	Approve Allocation of Income and Dividends of CHF 10.00 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>				
3	Approve Discharge of Board and Senior Management	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.</i>				
4.1.1	Reelect Dominik Buergy as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.1.2	Reelect Renato Fassbind as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.1.3	Reelect Karl Gernandt as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.1.4	Reelect David Kamenetzky as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.1.5	Reelect Klaus-Michael Kuehne as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.1.6	Reelect Tobias Staehelin as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.1.7	Reelect Hauke Stars as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.1.8	Reelect Martin Wittig as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.1.9	Reelect Joerg Wolle as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.2	Reelect Joerg Wolle as Board Chair	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.3.1	Reappoint Karl Gernandt as Member of the Compensation Committee	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.3.2	Reappoint Klaus-Michael Kuehne as Member of the Compensation Committee	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.3.3	Reappoint Hauke Stars as Member of the Compensation Committee	Mgmt	For	For	For
	<i>Voting Policy Rationale: Board Elections (Items 4.1.1-4.2) Votes FOR the proposed nominees are warranted. Committee elections (Items 4.3.1-4.3.3) Votes AGAINST the non-independent nominees, Karl Gernandt and Klaus-Michael Kuehne, are warranted because of the failure to establish a majority-independent committee. We note that the company has a combined nomination and compensation committee. As such, a vote AGAINST the reappointment of the committee chair, Karl Gernandt, is further warranted as a signal of concern to the board because the board is insufficiently gender diverse. A vote FOR the remaining nominee, Hauke Stars, is warranted.</i>				
4.4	Designate Stefan Mangold as Independent Proxy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i>				
4.5	Ratify Ernst & Young AG as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
5	Approve Renewal of CHF 20 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST the proposed authorization is warranted because: * The issuance request, when combined with the existing conditional capital, would allow for a capital increase without preemptive rights for up to 26.5 percent of the issued share capital.</i>				
6	Approve Remuneration Report	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted because: * Short-term incentive awards are not subject to a maximum cap. * There is limited ex-post disclosure to explain the evolution of variable payouts versus company performance. * Under the long-term incentive, executives are granted matching share awards that are not subject to any performance conditions.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.1	Approve Remuneration of Directors in the Amount of CHF 5.5 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR this resolution is warranted. Fees remain at a high level and are determined on a discretionary basis, however, the underlying fee structure remained unchanged during the year and the board has proposed a flat fee envelope.</i>				
7.2	Approve Remuneration of Executive Committee in the Amount of CHF 25 Million	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Item 7.2 A vote AGAINST this proposal is warranted because: * The proposal represents a significant potential increase in remuneration and the company has not provided a detailed explanation. * The company does not provide sufficient transparency regarding the parameters of its variable compensation, meaning that it is not possible to gauge the appropriateness of the amount. Item 7.3 A vote AGAINST this proposal is warranted because: * The board has not provided a compelling justification for this additional compensation for executives.</i>				
7.3	Approve Additional Remuneration of Executive Committee in the Amount of CHF 4.4 Million	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Item 7.2 A vote AGAINST this proposal is warranted because: * The proposal represents a significant potential increase in remuneration and the company has not provided a detailed explanation. * The company does not provide sufficient transparency regarding the parameters of its variable compensation, meaning that it is not possible to gauge the appropriateness of the amount. Item 7.3 A vote AGAINST this proposal is warranted because: * The board has not provided a compelling justification for this additional compensation for executives.</i>				
8	Transact Other Business (Voting)	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST is warranted because: * This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and * The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.</i>				

## Magna International Inc.

Meeting Date: 05/03/2022

Country: Canada

Ticker: MG

Record Date: 03/16/2022

Meeting Type: Annual/Special

Primary Security ID: 559222401

Shares Voted: 21,753

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1A	Elect Director Peter G. Bowie	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1B	Elect Director Mary S. Chan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1C	Elect Director V. Peter Harder	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1D	Elect Director Seetarama S. Kotagiri	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1E	Elect Director Kurt J. Lauk	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1F	Elect Director Robert F. MacLellan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				

# Magna International Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1G	Elect Director Mary Lou Maher	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1H	Elect Director William A. Ruh	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1I	Elect Director Indira V. Samarasekera	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1J	Elect Director Thomas Weber	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1K	Elect Director Lisa S. Westlake	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
2	Approve Deloitte LLP as Auditors and Authorize the Audit Committee to Fix Their Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR the ratification of Deloitte LLP as auditor as non-audit fees (7 percent) were reasonable relative to total fees paid to the auditor.</i>				
3	Approve Treasury Performance Stock Unit Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Score Card evaluation (EPSC), vote FOR this full-value award plan.</i>				
4	Advisory Vote to Ratify Named Executive Officer's Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>				

# OmnicomGroup Inc.

Meeting Date: 05/03/2022

Country: USA

Ticker: OMC

Record Date: 03/14/2022

Meeting Type: Annual

Primary Security ID: 681919106

Shares Voted: 19,301

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director John D. Wren	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>				
1.2	Elect Director Mary C. Choksi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>				
1.3	Elect Director Leonard S. Coleman, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>				
1.4	Elect Director Mark D. Gerstein	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>				
1.5	Elect Director Ronnie S. Hawkins	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.6	Elect Director Deborah J. Kissire <i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>	Mgmt	For	For	For
1.7	Elect Director Gracia C. Martore <i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>	Mgmt	For	For	For
1.8	Elect Director Patricia Salas Pineda <i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>	Mgmt	For	For	For
1.9	Elect Director Linda Johnson Rice <i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>	Mgmt	For	For	For
1.10	Elect Director Valerie M. Williams <i>Voting Policy Rationale: A vote FOR Director Mary Choksi is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are largely based on financial metrics.</i>	Mgmt	For	For	For
3	Ratify KPMG LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
4	Report on Political Contributions and Expenditures <i>Voting Policy Rationale: A vote FOR this proposal is warranted, as there are still gaps in terms of what Omnicom discloses about its and its agencies' political contribution spending and nonprofit organization participation. Continued disclosure on the companies' political spending will benefit long term shareholder value and provide continued transparency in the companies' activities.</i>	SH	Against	For	For

**Sanofi**

Meeting Date: 05/03/2022      Country: France      Ticker: SAN  
 Record Date: 04/29/2022      Meeting Type: Annual/Special  
 Primary Security ID: F5548N101

Shares Voted: 6,849

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports <i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>	Mgmt	For	For	For
2	Approve Consolidated Financial Statements and Statutory Reports <i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>	Mgmt	For	For	For
3	Approve Allocation of Income and Dividends of EUR 3.33 per Share <i>Voting Policy Rationale: A vote FOR this item is warranted as it does not raise concerns.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Reelect Paul Hudson as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
5	Reelect Christophe Babule as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
6	Reelect Patrick Kron as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
7	Reelect Gilles Schnepf as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
8	Elect Carole Ferrand as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
9	Elect Emile Voest as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
10	Elect Antoine Yver as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR the (re)elections of these independent nominees are warranted (Items 6-10). * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 62.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 71.4 percent vs 50 percent recommended) (Items 4 and 5).</i>				
11	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
12	Approve Compensation of Serge Weinberg, Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Approve Compensation of Paul Hudson, CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted although the following concerns are raised: * Under LTIP's structure an overachieved criterion can offset one underachieved; * The free-cash flow performance criterion attached to the granted LTIP allows vesting for underperforming the budget; * There is a partial compensation effect under the sign-on bonus scheme. The main reasons for support are: * The second tranche of the sign-on bonus is not fully vested and ; and * There are no other concerns.</i>				
14	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
15	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
16	Approve Remuneration Policy of CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted although the following concerns are raised: * The policy proposes a base salary increase with limited rationale; * The company fails to disclose the performance shares plan rules; and * The description of the derogation's scope included in the remuneration policy and limited to the performance conditions remains relatively vague. The main reasons for support are: * The company slightly improves its disclosure on the bonus CSR performance criterion; and * There are no other concerns.</i>				
17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
	Extraordinary Business	Mgmt			
18	Amend Article 25 of Bylaws Re: Dividends	Mgmt	For	For	For
	<i>Voting Policy Rationale: This proposal merits a vote FOR as it is deemed non-contentious.</i>				
19	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>				

## Gilead Sciences, Inc.

**Meeting Date:** 05/04/2022

**Country:** USA

**Ticker:** GILD

**Record Date:** 03/15/2022

**Meeting Type:** Annual

**Primary Security ID:** 375558103

**Shares Voted:** 24,841

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Jacqueline K. Barton	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Jeffrey A. Bluestone	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Sandra J. Horning	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Kelly A. Kramer	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1e	Elect Director Kevin E. Lofton	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Harish Manwani	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Daniel P. O'Day	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Javier J. Rodriguez	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Anthony Welters	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: Although some concern regarding incentive goal rigor is raised, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>				
4	Approve Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				
5	Require Independent Board Chair	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>				
6	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company's current board framework and disclosures appear to be providing it with adequate oversight of its workforce issues.</i>				
7	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting 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>				
8	Publish Third-Party Review of Alignment of Company's Lobbying Activities with its Public Statements	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as more comprehensive information on Gilead's public policy positions and the congruence between those positions and those of its lobbying partners would benefit shareholders in assessing its management of related risks.</i>				
9	Report on Board Oversight of Risks Related to Anticompetitive Practices	SH	Against	For	For
	<i>Voting 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 anticompetitive practices, particularly in light of Gilead's involvement in related controversies.</i>				

Meeting Date: 05/04/2022

Country: United Kingdom

Ticker: ULVR

Record Date: 05/02/2022

Meeting Type: Annual

Primary Security ID: G92087165

Shares Voted: 15,420

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports <i>Voting 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>	Mgmt	For	For	For
2	Approve Remuneration Report <i>Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
3	Re-elect Nils Andersen as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
4	Re-elect Judith Hartmann as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
5	Re-elect Alan Jope as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
6	Re-elect Andrea Jung as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
7	Re-elect Susan Kilsby as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
8	Re-elect Strive Masiyiwa as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
9	Re-elect Youngme Moon as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
10	Re-elect Graeme Pitkethly as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
11	Re-elect Feike Sijbesma as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
12	Elect Adrian Hennes as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
13	Elect Ruby Lu as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
14	Reappoint KPMG LLP as Auditors <i>Voting Policy Rationale: A vote FOR this resolution is considered warranted at this time.</i>	Mgmt	For	For	For
15	Authorise Board to Fix Remuneration of Auditors <i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting 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>				
17	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

## ACS Actividades de Construcción y Servicios SA

**Meeting Date:** 05/05/2022

**Country:** Spain

**Ticker:** ACS

**Record Date:** 04/29/2022

**Meeting Type:** Annual

**Primary Security ID:** E7813W163

**Shares Voted:** 15,564

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Consolidated and Standalone Financial Statements	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>				
1.2	Approve Allocation of Income	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concerns about the proposed income allocation and dividend distribution.</i>				
2	Approve Non-Financial Information Statement	Mgmt	For	For	For
	<i>Voting 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>				
3	Approve Discharge of Board	Mgmt	For	For	For
	<i>Voting 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>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.1	Fix Number of Directors at 15	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the proposed board size would remain within the 15-director limit as per local code of best practice.</i>				
4.2	Elect Juan Santamaria Cases as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Items 4.2 is warranted due to a lack of concerns about the CEO nominee. A vote FOR Item 4.3 is warranted due to a lack of concerns about the independent director nominee.</i>				
4.3	Elect Maria Jose Garcia Beato as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR Items 4.2 is warranted due to a lack of concerns about the CEO nominee. A vote FOR Item 4.3 is warranted due to a lack of concerns about the independent director nominee.</i>				
5.1	Advisory Vote on Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted, although this is not without the following concerns: * The company contributions to the executive chairman's and the executive secretary's respective pension schemes remain above market standards. * To determine management annual bonus, the board has considered the accounting net profit STI, inflated by the sale of industrial services to Vinci, whereas the recurring net profit missed the board-set target. * The board has not commented on the significant dissent to last year's vote on the company's remuneration report. The main reasons for support are: * The executive chairman waived 30 percent of his 2021 bonus. * There are no other concerns about the company's pay practices in FY2021.</i>				
5.2	Amend Remuneration Policy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of material concerns about the remuneration arrangements with the new CEO.</i>				
6	Appoint KPMG Auditores as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
7	Approve Scrip Dividends and Approve Reduction in Share Capital via Amortization of Treasury Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed scrip dividends have a cash option attached while it does not jeopardize the company's financial position.</i>				
8	Authorize Share Repurchase and Capital Reduction via Amortization of Repurchased Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the share repurchase mandate is warranted as the volume and duration provisions are within recommended limits and there are no concerns over the company's use of past mandates.</i>				
9.1	Amend Articles Re: Shares and Bonds	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>				
9.2	Amend Articles Re: Audit Committee and Appointments Committee	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>				
9.3	Amend Articles Re: General Meetings, Fiscal Year and Directors' Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9.4	Add New Article 28 bis Re: Allow Shareholder Meetings to be Held in Virtual-Only Format  <i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>	Mgmt	For	For	For
10.1	Amend Article 7 of General Meeting Regulations Re: Competences  <i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>	Mgmt	For	For	For
10.2	Amend Articles of General Meeting Regulations Re: Convening of the General Meeting, Information Available Since the Date of the Convening and Right to Information Prior to the Meeting  <i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>	Mgmt	For	For	For
10.3	Amend Article 15 of General Meeting Regulations Re: Right of Representation  <i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>	Mgmt	For	For	For
10.4	Amend Articles of General Meeting Regulations Re: Allow Shareholder Meetings to be Held in Virtual-Only Format  <i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>	Mgmt	For	For	For
10.5	Amend Article 34 of General Meeting Regulations Re: Minutes of Meeting  <i>Voting Policy Rationale: A vote FOR these items is warranted because: * The framework for implementing virtual-only meetings is limited. * The other amendments mainly align the company bylaws and general meetings regulations with updated regulations that, on the whole, have neutral to positive effect on shareholder rights.</i>	Mgmt	For	For	For
11	Authorize Board to Ratify and Execute Approved Resolutions  <i>Voting 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>	Mgmt	For	For	For
12	Receive Amendments to Board of Directors Regulations  <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			

## BAE Systems Plc

**Meeting Date:** 05/05/2022

**Country:** United Kingdom

**Ticker:** BA

**Record Date:** 05/03/2022

**Meeting Type:** Annual

**Primary Security ID:** G06940103

Shares Voted: 68,430

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports <i>Voting 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>	Mgmt	For	For	For
2	Approve Remuneration Report <i>Voting Policy Rationale: A vote FOR this resolution is warranted, although not without concern: * The CEO's salary is being increased further in FY2022, which follows on from an above-inflationary increase in FY2021. The main reasons for support: * The increase is aligned to the wider workforce; and * Pay outcomes for the year under review do not deviate from performance achieved.</i>	Mgmt	For	For	For
3	Approve Final Dividend <i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>	Mgmt	For	For	For
4	Re-elect Nicholas Anderson as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
5	Re-elect Thomas Arseneault as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
6	Re-elect Sir Roger Carr as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
7	Re-elect Dame Elizabeth Corley as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
8	Re-elect Bradley Greve as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
9	Re-elect Jane Griffiths as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
10	Re-elect Christopher Grigg as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
11	Re-elect Stephen Pearce as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
12	Re-elect Nicole Piasecki as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
13	Re-elect Charles Woodburn as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
14	Elect Crystal E Ashby as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
15	Elect Ewan Kirk as Director <i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For
16	Reappoint Deloitte LLP as Auditors <i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>	Mgmt	For	For	For

# BAE Systems Plc

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>				
18	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because the Company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.</i>				
19	Approve Share Incentive Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted as no material concerns have been identified.</i>				
20	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

# Great-West Lifeco Inc.

**Meeting Date:** 05/05/2022

**Country:** Canada

**Ticker:** GWO

**Record Date:** 03/10/2022

**Meeting Type:** Annual/Special

**Primary Security ID:** 39138C106

Shares Voted: 13,849

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for Common and First Preferred Shareholders	Mgmt			
1	Approve Decrease in Size of Board from Nineteen to Eighteen	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this routine resolution.</i>				
2.1	Elect Director Michael R. Amend	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.2	Elect Director Deborah J. Barrett	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.3	Elect Director Robin A. Bienfait	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.4	Elect Director Heather E. Conway	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.5	Elect Director Marcel R. Coutu	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.6	Elect Director Andre Desmarais	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.7	Elect Director Paul Desmarais, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.8	Elect Director Gary A. Doer	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.9	Elect Director David G. Fuller	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.10	Elect Director Claude Genereux	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.11	Elect Director Paula B. Madoff	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.12	Elect Director Paul A. Mahon	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.13	Elect Director Susan J. McArthur	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.14	Elect Director R. Jeffrey Orr	Mgmt	For	Withhold	Withhold
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.15	Elect Director T. Timothy Ryan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.16	Elect Director Gregory D. Tretiak	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
2.17	Elect Director Silm A. Vanaselja	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.18	Elect Director Brian E. Walsh	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote WITHHOLD for incumbent nominating committee chair Robert Jeffrey Orr for lack of diversity on the board. Vote FOR the other proposed nominees.</i>				
3	Ratify Deloitte LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR the ratification of Deloitte LLP as auditor as non-audit fees (7 percent) were reasonable relative to total fees paid to the auditor.</i>				
4	Advisory Vote on Executive Compensation Approach	Mgmt	For	For	For
	<i>Voting Policy Rationale: The quantitative pay-for-performance screen has identified a low concern. While a vote FOR this non-binding advisory vote is warranted, shareholders would benefit from better disclosure around the company's short- and long-term incentives plans.</i>				

## KBC Group SA/NV

Meeting Date: 05/05/2022

Country: Belgium

Ticker: KBC

Record Date: 04/21/2022

Meeting Type: Annual

Primary Security ID: B5337G162

Shares Voted: 5,625

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Receive Directors' Reports (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: No vote is required.</i>				
2	Receive Auditors' Reports (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: No vote is required.</i>				
3	Receive Consolidated Financial Statements and Statutory Reports (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
4	Approve Financial Statements, Allocation of Income, and Dividends of EUR 10.60 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because: * There is an absence of a reverse auditor opinion or any compelling controversies concerning the annual accounts; and * Although the dividend payout ratio exceeds the 100 percent limit, the board considers the reserves to be sufficient to allow for the payment of a dividend, while the company does not have a history of excessive allocations to dividends.</i>				
5	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR is warranted, because: * The overall level of disclosure on both the plan is sufficient considering market practice and enables shareholders to assess the stringency of the policy; * Despite the absence of a long-term incentive plan, at least 40 percent of the variable remuneration is deferred and paid out in phantom stock. This is not without noting the absence of specific disclosure on the company and individual variable emolument with respect to target and achievement levels (ex-post basis) for the STI award.</i>				
6	Approve Remuneration Policy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of concerns regarding the continuation of the existing policy. The proposed amendments to increase the total pay package are not considered excessive.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Discharge of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties.</i>				
8	Approve Discharge of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any information about significant and compelling controversies that the auditor is not fulfilling its duties.</i>				
9	Approve Auditors' Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
10	Ratify PricewaterhouseCoopers as Auditors and Approve Auditors' Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
11.1	Reelect Christine Van Rijseghem as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote FOR the election of Alicia Reyes Revuelta is warranted because: * The nominee is elected for a period not exceeding four years; * The candidate appears to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidate. A vote AGAINST the elections of Christine Van Rijseghem and Marc Wittemans is warranted because the nominees are non-independent whereas the board lack sufficient independence among its members. Furthermore, Marc Wittemans is chairman of the audit committee as a non-independent director.</i>				
11.2	Reelect Marc Wittemans as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote FOR the election of Alicia Reyes Revuelta is warranted because: * The nominee is elected for a period not exceeding four years; * The candidate appears to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidate. A vote AGAINST the elections of Christine Van Rijseghem and Marc Wittemans is warranted because the nominees are non-independent whereas the board lack sufficient independence among its members. Furthermore, Marc Wittemans is chairman of the audit committee as a non-independent director.</i>				
11.3	Elect Alicia Reyes Revuelta as Independent Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of Alicia Reyes Revuelta is warranted because: * The nominee is elected for a period not exceeding four years; * The candidate appears to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidate. A vote AGAINST the elections of Christine Van Rijseghem and Marc Wittemans is warranted because the nominees are non-independent whereas the board lack sufficient independence among its members. Furthermore, Marc Wittemans is chairman of the audit committee as a non-independent director.</i>				
12	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards; * The authorization would allow KBC Group SA/NV to repurchase 10.00 percent of the outstanding share capital.</i>				
13	Transact Other Business	Mgmt			
	<i>Voting Policy Rationale: This is a routine non-voting item.</i>				

## Schneider Electric SE

Meeting Date: 05/05/2022

Country: France

Ticker: SU

Record Date: 05/03/2022

Meeting Type: Annual/Special

Primary Security ID: F86921107

Shares Voted: 1,593

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 2.90 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				
4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the Auditors' Special Report does not include any new related party transactions.</i>				
5	Renew Appointment of Mazars as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
6	Appoint PricewaterhouseCoopers Audit as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
7	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted in the absence of specific concerns.</i>				
8	Approve Compensation of Jean-Pascal Tricoire, Chairman and CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
9	Approve Remuneration Policy of Chairman and CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted but is not without concerns as: * The new cap applicable to the LTI represent a substantial increase to historical grants (EUR 4.6 million vs. around EUR 3 million in historical grants over the past few years). * The stringency of some of the LTIP criteria raises concerns. * Some elements of the remuneration policy raise concerns in the context of the roles split commitment (termination payment, new joiners). The main reasons for support are: * The 60,000 shares as a LTI cap would have allowed higher grants in value and the company had to reduce the number of shares in 2021 (37,903 share representing EUR 3,326,329 in IFRS value and EUR 4,699,972 in face value). * The 2022 grant (31,105 shares representing a face value of EUR 4,699,966) is in line with past practices and not granted at cap level. * The details of the policy in the context of the roles split will be monitored in the upcoming years. * The company strengthened the vesting of the TSR criteria in the LTI by removing any vesting at rank 7 versus the peer group.</i>				
10	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
11	Reelect Linda Knoll as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the reelections of these independent nominees are warranted in the absence of specific concerns (Items 11 and 12). Vote FOR the elections of this independent nominee is warranted in the absence of specific concerns (Item 13).</i>				
12	Reelect Anders Runevad as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the reelections of these independent nominees are warranted in the absence of specific concerns (Items 11 and 12). Vote FOR the elections of this independent nominee is warranted in the absence of specific concerns (Item 13).</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Elect Nivedita Krishnamurthy (Nive) Bhagat as Director  <i>Voting Policy Rationale: Votes FOR the reelections of these independent nominees are warranted in the absence of specific concerns (Items 11 and 12). Vote FOR the elections of this independent nominee is warranted in the absence of specific concerns (Item 13).</i>	Mgmt	For	For	For
14	Authorize Repurchase of Up to 10 Percent of Issued Share Capital  <i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>	Mgmt	For	For	For
	Extraordinary Business	Mgmt			
15	Authorize up to 2 Percent of Issued Capital for Use in Restricted Stock Plans  <i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed authorization are not problematic.</i>	Mgmt	For	For	For
16	Authorize Capital Issuances for Use in Employee Stock Purchase Plans  <i>Voting Policy Rationale: A vote FOR the employee stock purchase plans is warranted as its proposed volume respects the 10-percent recommended guidelines.</i>	Mgmt	For	For	For
17	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries  <i>Voting Policy Rationale: A vote FOR the employee stock purchase plans is warranted as its proposed volume respects the 10-percent recommended guidelines.</i>	Mgmt	For	For	For
18	Approve Merger by Absorption of IGE+XAO by Schneider  <i>Voting Policy Rationale: The absorption of this already controlled subsidiary would simplify the company's capital structure, and therefore merits a vote FOR.</i>	Mgmt	For	For	For
	Ordinary Business	Mgmt			
19	Authorize Filing of Required Documents/Other Formalities  <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For

## United Parcel Service, Inc.

Meeting Date: 05/05/2022

Country: USA

Ticker: UPS

Record Date: 03/09/2022

Meeting Type: Annual

Primary Security ID: 911312106

Shares Voted: 970

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Carol B. Tome  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Rodney C. Adkins  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director Eva C. Boratto  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1d	Elect Director Michael J. Burns	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Wayne M. Hewett	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Angela Hwang	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Kate E. Johnson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director William R. Johnson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Ann M. Livermore	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Franck J. Moison	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Christiana Smith Shi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1l	Elect Director Russell Stokes	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1m	Elect Director Kevin Warsh	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concern remains regarding the rigor of target setting, as certain metrics had targets set lower than previous year results. Nonetheless, annual incentives are tied to pre-set financial metrics, and equity awards are primarily performance-conditioned and use multi-year performance periods.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Report on Lobbying Payments and Policy	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as additional information on the company's trade association memberships, payments, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.</i>				
5	Report on Corporate Climate Lobbying Aligned with Paris Agreement	SH	Against	For	For
	<i>Voting Policy Rationale: A recommendation FOR this proposal is warranted. The company and its shareholders are likely to benefit from a review of how the company's and its trade associations' lobbying positions align with Paris Agreement.</i>				
6	Approve Recapitalization Plan for all Stock to Have One-vote per Share	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Adopt Independently Verified Science-Based GHG Reduction Targets	SH	Against	For	For
	<i>Voting 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>				
8	Report on Balancing Climate Measures and Financial Returns	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. The proposal is overly broad in scope, and such disclosure is not a standard industry practice at this time.</i>				
9	Report on Effectiveness of Diversity Equity and Inclusion Efforts and Metrics	SH	Against	For	For
	<i>Voting 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>				

Deutsche Post AG

Meeting Date: 05/06/2022

Country: Germany

Ticker: DPW

Record Date:

Meeting Type: Annual

Primary Security ID: D19225107

Shares Voted: 6,759

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: This is a non-voting item.</i>				
2	Approve Allocation of Income and Dividends of EUR 1.80 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>				
3	Approve Discharge of Management Board for Fiscal Year 2021	Mgmt	For	For	For
	<i>Voting 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 2021	Mgmt	For	For	For
	<i>Voting 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 PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2022	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
6	Ratify Deloitte GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the Period from January 1, 2023, until 2024 AGM	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
7.1	Elect Luise Hoelscher to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.2	Elect Stefan Wintels to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
8	Approve Stock Option Plan for Key Employees; Approve Creation of EUR 20 Million Pool of Conditional Capital to Guarantee Conversion Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are unproblematic.</i>				
9	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 2 Billion; Approve Creation of EUR 40 Million Pool of Capital to Guarantee Conversion Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed authorization is warranted.</i>				
10	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR this resolution is warranted because the company's remuneration report is broadly in line with best practice standards in Germany. Nevertheless, we note that the CEO receives a high level of pension contributions in the context of market practice, which may be of concern to some shareholders.</i>				
11	Approve Remuneration of Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed change in the remuneration schedule for supervisory board members is warranted.</i>				

Cummins Inc.

Meeting Date: 05/10/2022

Country: USA

Ticker: CMI

Record Date: 03/08/2022

Meeting Type: Annual

Primary Security ID: 231021106

Shares Voted: 7,305

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Director N. Thomas Linebarger	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Elect Director Jennifer W. Rumsey	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
3	Elect Director Robert J. Bernhard	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
4	Elect Director Franklin R. Chang Diaz	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
5	Elect Director Bruno V. Di Leo Allen	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
6	Elect Director Stephen B. Dobbs	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

# Cummins Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Elect Director Carla A. Harris <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
8	Elect Director Robert K. Herdman <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
9	Elect Director Thomas J. Lynch <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
10	Elect Director William I. Miller <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
11	Elect Director Georgia R. Nelson <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
12	Elect Director Kimberly A. Nelson <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
13	Elect Director Karen H. Quintos <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
14	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned during the year in review.</i>	Mgmt	For	For	For
15	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
16	Require Independent Board Chair <i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>	SH	Against	For	For

# Iron Mountain Incorporated

**Meeting Date:** 05/10/2022

**Country:** USA

**Ticker:** IRM

**Record Date:** 03/14/2022

**Meeting Type:** Annual

**Primary Security ID:** 46284V101

**Shares Voted:** 30,512

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Jennifer Allerton <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Pamela M. Arway <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director Clarke H. Bailey <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

# Iron Mountain Incorporated

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1d	Elect Director Kent P. Dauten <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1e	Elect Director Monte Ford <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Robin L. Matlock <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director William L. Meaney <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director Wendy J. Murdock <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director Walter C. Rakowich <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director Doyle R. Simons <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1k	Elect Director Alfred J. Verrecchia <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting 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 performance based, with an increase in the percentage of performance shares from the prior year. However, concern remains regarding the use of annual performance periods for portions of the long-term award.</i>	Mgmt	For	For	For
3	Ratify Deloitte & Touche LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For

# Koninklijke Philips NV

**Meeting Date:** 05/10/2022

**Country:** Netherlands

**Ticker:** PHIA

**Record Date:** 04/12/2022

**Meeting Type:** Annual

**Primary Security ID:** N7637U112

**Shares Voted:** 5,328

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	President's Speech <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
2.a	Receive Explanation on Company's Reserves and Dividend Policy <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.b	Adopt Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>				
2.c	Approve Dividends of EUR 0.85 Per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout is consistent with Koninklijke Philips NV's historical dividend payments.</i>				
2.d	Approve Remuneration Report	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST is warranted. Although the remuneration report disclosure is in line with market practice, significant concerns are raised with respect to the adjustment of the STI and LTI outcomes, especially in light of the product recall (see company update section). The board decided – for remuneration purposes only, not accounting – to partially recognize unrealized revenues (STI) and profit (LTI) because of the supply chain challenges that would have otherwise been realized. The actual performance on comparable sales growth was below threshold whereas the adjustment ensures there is partial payout, and hence is a significant decision to adjust. Concerns are raised with respect to the absence of a compelling rationale for the need to adjust the outcome. Philips' performance is heavily impacted by the product recall, including on share price performance, which further raises the question whether it is fully appropriate to adjust outcomes, particularly because in the absence of the recall the STI and LTI would pay out. Additional concerns are raised with the limited background on the recognition of the EUR 498 million in revenues and how this translates into target setting for next year..</i>				
2.e	Approve Discharge of Management Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A contentious vote FOR the discharge of the management board is considered warranted because of the substantial reputational and financial damage to the company and its shareholders (since announcement the company lost USD 21 billion in market capitalization (-44%) largely attributed to the recall) as a result of the announced product recall and the FDA has raised concerns with Philips communication to end users of the devices about the recall. However, it is also recognized that no specific member of the company's management board thus far has been found guilty of misconduct or negligence nor are the FDA observations a final determination. Moreover, it appears that the Philips management board has responded since it became aware of potential issues in Q1 2021. Lastly, Philips has undertaken remedial actions and is performing further investigations into its products. A vote FOR the discharge of the supervisory board is considered warranted. Although we raise significant concerns in connection with the product recall, there is no information about significant and compelling controversies that the board is not fulfilling its fiduciary duties.</i>				
2.f	Approve Discharge of Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A contentious vote FOR the discharge of the management board is considered warranted because of the substantial reputational and financial damage to the company and its shareholders (since announcement the company lost USD 21 billion in market capitalization (-44%) largely attributed to the recall) as a result of the announced product recall and the FDA has raised concerns with Philips communication to end users of the devices about the recall. However, it is also recognized that no specific member of the company's management board thus far has been found guilty of misconduct or negligence nor are the FDA observations a final determination. Moreover, it appears that the Philips management board has responded since it became aware of potential issues in Q1 2021. Lastly, Philips has undertaken remedial actions and is performing further investigations into its products. A vote FOR the discharge of the supervisory board is considered warranted. Although we raise significant concerns in connection with the product recall, there is no information about significant and compelling controversies that the board is not fulfilling its fiduciary duties.</i>				
3.a	Reelect Paul Stoffels to Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
3.b	Reelect Marc Harrison to Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
3.c	Elect Herna Verhagen to Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
3.d	Elect Sanjay Poonen to Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
4	Ratify Ernst & Young Accountants LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.a	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>				
5.b	Authorize Board to Exclude Preemptive Rights from Share Issuances	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>				
6	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting 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 Koninklijke Philips N.V. to repurchase shares and hold up to 10 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 average share price prior to the repurchase</i>				
7	Approve Cancellation of Repurchased Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>				
8	Other Business (Non-Voting)	Mgmt			
	<i>Voting Policy Rationale: No vote is required for this item.</i>				

## Prudential Financial, Inc.

Meeting Date: 05/10/2022

Country: USA

Ticker: PRU

Record Date: 03/11/2022

Meeting Type: Annual

Primary Security ID: 744320102

Shares Voted: 5,321

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Thomas J. Baltimore, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Gilbert F. Casellas	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Robert M. Falzon	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Martina Hund-Mejean	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Wendy E. Jones	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Karl J. Krapek	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Peter R. Lighte	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

# Prudential Financial, Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.8	Elect Director Charles F. Lowrey <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.9	Elect Director George Paz <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.10	Elect Director Sandra Pianalto <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.11	Elect Director Christine A. Poon <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.12	Elect Director Douglas A. Scovanner <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.13	Elect Director Michael A. Todman <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives were entirely based on financial performance, and a majority of equity incentives are based on performance measured over a multi-year period.</i>	Mgmt	For	For	For
4	Provide Right to Act by Written Consent <i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company's existing good governance practices – in particular, the unfettered right of 10 percent of shareholders to call special meetings – provide an effective counterbalance to the inability of shareholders to act by less-than-unanimous written consent.</i>	SH	Against	Against	Against

# T. Rowe Price Group, Inc.

**Meeting Date:** 05/10/2022      **Country:** USA      **Ticker:** TROW  
**Record Date:** 03/01/2022      **Meeting Type:** Annual  
**Primary Security ID:** 74144T108

Shares Voted: 12,177

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Glenn R. August <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Mark S. Bartlett <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director Mary K. Bush <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1d	Elect Director Dina Dublon <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

## T. Rowe Price Group, Inc.

## Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1e	Elect Director Freeman A. Hrabowski, III <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Robert F. MacLellan <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director Eileen P. Rominger <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director Robert W. Sharps <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director Robert J. Stevens <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director William J. Stromberg <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1k	Elect Director Richard R. Verma <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1l	Elect Director Sandra S. Wijnberg <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1m	Elect Director Alan D. Wilson <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: Annual incentives, which represent the largest component of compensation, are guided by a wide-ranging performance assessment but are ultimately determined discretionarily, with limited disclosure of the key determinants of bonus levels. While this issue warrants continued monitoring, CEO pay and company performance are reasonably aligned for the year in review, as the increase in incentive awards directionally aligns with financial and stock price performance. A vote FOR this proposal is therefore warranted. However, a quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and disclosure practices.</i>	Mgmt	For	For	For
3	Ratify KPMG LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For

## Eni SpA

Meeting Date: 05/11/2022

Country: Italy

Ticker: ENI

Record Date: 05/02/2022

Meeting Type: Annual/Special

Primary Security ID: T3643A145

Shares Voted: 11,050

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR item 1 is warranted due to a lack of concern regarding the accounts presented or audit procedures used. A vote FOR item 2 is warranted because the resulting payout ratio is acceptable.</i>				
2	Approve Allocation of Income	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR item 1 is warranted due to a lack of concern regarding the accounts presented or audit procedures used. A vote FOR item 2 is warranted because the resulting payout ratio is acceptable.</i>				
3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: The share buyback proposed under Item 3 respects the 10 percent repurchase limit, but slightly exceeds the 10 percent holding limit (10.89 percent as worst-case scenario). A contentious FOR for this authorization is warranted even if the holding limit is slightly exceeded because the company has not a history of excessive or problematic buybacks as well as the buyback is aligned to the the company's policy to remunerate its shareholders <a href="https://www.eni.com/en-IT/investors/2022-shareholders-remuneration.html">https://www.eni.com/en-IT/investors/2022-shareholders-remuneration.html</a>. Furthermore, the company is asking (under Item 8) an authorization to cancel treasury shares and when that will occur the holding limit will also be respected.</i>				
4	Amend Regulations on General Meetings	Mgmt	For	For	For
	<i>Voting Policy Rationale: These amendments warrant a vote FOR because the company has applied good disclosure practice.</i>				
5	Approve Second Section of the Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: This item warrants a vote FOR because the 2021 compensation practices of the company are well described and do not contravene good market standards. However, this is not without highlighting that the level of responsiveness has been mixed.</i>				
6	Authorize Use of Available Reserves for Dividend Distribution	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concerns about the company's use of its reserves. This is not without highlighting that the company continues to dip into reserves to remunerate shareholders.</i>				
	Extraordinary Business	Mgmt			
7	Authorize Capitalization of Reserves for Dividend Distribution	Mgmt	For	For	For
	<i>Voting Policy Rationale: This item warrants a vote FOR because the underlying proposal is supported by a valid rationale.</i>				
8	Authorize Cancellation of Treasury Shares without Reduction of Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: The share buyback proposed under Item 3 respects the 10 percent repurchase limit, but slightly exceeds the 10 percent holding limit (10.89 percent as worst-case scenario). A contentious FOR for this authorization is warranted even if the holding limit is slightly exceeded because the company has not a history of excessive or problematic buybacks as well as the buyback is aligned to the the company's policy to remunerate its shareholders <a href="https://www.eni.com/en-IT/investors/2022-shareholders-remuneration.html">https://www.eni.com/en-IT/investors/2022-shareholders-remuneration.html</a>. Furthermore, the company is asking (under Item 8) an authorization to cancel treasury shares and when that will occur the holding limit will also be respected.</i>				
A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	Mgmt	None	Against	Against
	<i>Voting Policy Rationale: This item warrants a vote AGAINST due to the lack of disclosure regarding the proposed deliberation.</i>				

## Equinor ASA

**Meeting Date:** 05/11/2022

**Country:** Norway

**Ticker:** EQNR

**Record Date:**

**Meeting Type:** Annual

**Primary Security ID:** R2R90P103

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting	Mgmt			
	<i>Voting Policy Rationale: These are routine meeting formalities.</i>				
2	Registration of Attending Shareholders and Proxies	Mgmt			
	<i>Voting Policy Rationale: These are routine meeting formalities.</i>				
3	Elect Chairman of Meeting	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: These are routine meeting formalities.</i>				
4	Approve Notice of Meeting and Agenda	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: These are routine meeting formalities.</i>				
5	Designate Inspector(s) of Minutes of Meeting	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: These are routine meeting formalities.</i>				
6	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of USD 0.20 Per Share, Approve Extraordinary Dividends of USD 0.20 Per Share	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concern regarding the financial statements and the proposed allocation of income.</i>				
7	Authorize Board to Distribute Dividends	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to the lack of controversy surrounding the proposed authorization.</i>				
8	Approve NOK 205.5 Million Reduction in Share Capital via Share Cancellation	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this item is warranted as the cancellation of shares may improve the efficiency of the balance sheet, which may also enhance returns over the long-term.</i>				
9	Amend Corporate Purpose	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR the proposed change of corporate purpose is warranted as the purpose is in line with the company's changed business.</i>				
10	Approve Company's Energy Transition Plan (Advisory Vote)	Mgmt	For	Against	Do Not Vote
	<i>Voting Policy Rationale: Vote AGAINST this item is warranted because: * While the company aims to be a net-zero energy business by 2050, its proposed transition plan is highly dependent on (1) intensity rather than absolute reduction targets and (2) policy makers to enable reductions in scope 3 emissions. * The company is planning to continue the expansion of its Oil &amp; Gas production between 2021 and 2026, which severely undermines the credibility of the plan as a whole.</i>				
	Shareholder Proposals	Mgmt			
11	Instruct Company to Set Short, Medium, and Long-Term Targets for Greenhouse Gas (GHG) Emissions of the Company's Operations and the Use of Energy Products	SH	Against	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the proposal, without being too prescriptive in nature, aims to bring the bring strengthening features in the form of absolute reduction targets to the company's proposed transition plan under item 10.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12	Introduce a Climate Target Agenda and Emission Reduction Plan	SH	Against	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the proposal, without being too prescriptive in nature, aims to bring the bring strengthening features in the form of absolute reduction targets to the company's proposed transition plan under item 10.</i>				
13	Establish a State Restructuring Fund for Employees who Working in the Oil Sector	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company appears to be taking sufficient measures to address the concerns raised through its commitments to a just energy transition, as outlined in the company's energy transition plan.</i>				
14	Instruct Company to Stop all Oil and Gas Exploration in the Norwegian Sector of the Barents Sea	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST these proposals is warranted as they are deemed overly prescriptive in nature and as they entail significant implications for the current business. The board of directors is considered to be in the best position to make decisions on resolutions of this kind.</i>				
15	Instruct Company to Stop all Exploration Activity and Test Drilling for Fossil Energy Resources	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST these proposals is warranted as they are deemed overly prescriptive in nature and as they entail significant implications for the current business. The board of directors is considered to be in the best position to make decisions on resolutions of this kind.</i>				
16	Increase Investments in Renewable Energy, Stop New Exploration in Barents Sea, Discontinue International Activities and Develop a Plan for Gradual Closure of the Oil Industry	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST these proposals is warranted as they are deemed overly prescriptive in nature and as they entail significant implications for the current business. The board of directors is considered to be in the best position to make decisions on resolutions of this kind.</i>				
17	Instruct Board to Present a Strategy for Real Business Transformation to Sustainable Energy Production	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST these proposals is warranted as they are deemed overly prescriptive in nature and as they entail significant implications for the current business. The board of directors is considered to be in the best position to make decisions on resolutions of this kind.</i>				
18	Instruct Company to Divest all International Operations, First Within Renewable Energy, then Within Petroleum Production	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the resolution is prescriptive and does not provide sufficient argument to how this would improve the company's profits or reduce the risks.</i>				
19	Action Plan For Quality Assurance and Anti-Corruption	SH	Against	Against	Do Not Vote
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the resolution is prescriptive and does not provide sufficient arguments or any proposed solutions for the shareholders concerns.</i>				
	Management Proposals	Mgmt			
20	Approve Company's Corporate Governance Statement	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this item is warranted, as it concerns the presentation of a routine report.</i>				
21	Approve Remuneration Statement (Advisory)	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
22	Approve Remuneration of Auditors	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
	Elect Either All Candidates to Corporate Assembly Bundled in item 23, or Vote on Each Candidate in items 23.1-23.16	Mgmt			
23	Elect Members and Deputy Members of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.1	Reelect Jarle Roth (Chair) as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.2	Reelect Nils Bastiansen (Deputy Chair) as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.3	Reelect Finn Kinserdal as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.4	Reelect Kari Skeidsvoll Moe as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.5	Reelect Kjerstin Rasmussen Braathen as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.6	Reelect Kjerstin Fyllingen as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.7	Reelect Mari Rege as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.8	Reelect Trond Straume as Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.9	Elect Martin Wien Fjell as New Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				
23.10	Elect Merete Hverven as New Member of Corporate Assembly	Mgmt	For	For	Do Not Vote
	<i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
23.11	Elect Helge Aasen as New Member of Corporate Assembly  <i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>	Mgmt	For	For	Do Not Vote
23.12	Elect Liv B. Ulriksen as New Member of Corporate Assembly  <i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>	Mgmt	For	For	Do Not Vote
23.13	Elect Per Axel Koch as New Deputy Member of Corporate Assembly  <i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>	Mgmt	For	For	Do Not Vote
23.14	Elect Catrine Kristiseter Marti as New Deputy Member of Corporate Assembly  <i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>	Mgmt	For	For	Do Not Vote
23.15	Elect Nils Morten Huseby as New Deputy Member of Corporate Assembly  <i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>	Mgmt	For	For	Do Not Vote
23.16	Reelect Nina Kivijervi Jonassen as Deputy Member of Corporate Assembly  <i>Voting Policy Rationale: A vote FOR these proposals is warranted due to a lack of concern regarding the composition of the board or its committees.</i>	Mgmt	For	For	Do Not Vote
24	Approve Remuneration of Directors in the Amount of NOK 137,600 for Chairman, NOK 72,600 for Deputy Chairman and NOK 51,000 for Other Directors; Approve Remuneration for Deputy Directors  <i>Voting Policy Rationale: A vote FOR the proposed corporate assembly remuneration (Item 24) is warranted because of a lack of concern regarding the proposed fees. A vote FOR the proposed remuneration to nominating committee (Item 26) is warranted as nominating committee fees are usually modest and symbolic in this market.</i>	Mgmt	For	For	Do Not Vote
	Elect Either All Candidates to Nominating Committee Bundled in item 25, or Vote on Each Candidate in Items 25.1-25.4	Mgmt			
25	Elect Members of Nominating Committee  <i>Voting Policy Rationale: A vote FOR these items is warranted, because of a lack of controversy regarding the nominating committee in the past.</i>	Mgmt	For	For	Do Not Vote
25.1	Reelect Jarle Roth as Member of Nominating Committee  <i>Voting Policy Rationale: A vote FOR these items is warranted, because of a lack of controversy regarding the nominating committee in the past.</i>	Mgmt	For	For	Do Not Vote
25.2	Reelect Berit L. Henriksen as Member of Nominating Committee  <i>Voting Policy Rationale: A vote FOR these items is warranted, because of a lack of controversy regarding the nominating committee in the past.</i>	Mgmt	For	For	Do Not Vote
25.3	Elect Merete Hverven as New Member of Nominating Committee  <i>Voting Policy Rationale: A vote FOR these items is warranted, because of a lack of controversy regarding the nominating committee in the past.</i>	Mgmt	For	For	Do Not Vote

# Equinor ASA

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
25.4	Elect Jan Tore Fosund as New Member of Nominating Committee  <i>Voting Policy Rationale: A vote FOR these items is warranted, because of a lack of controversy regarding the nominating committee in the past.</i>	Mgmt	For	For	Do Not Vote
26	Approve Remuneration of Nominating Committee  <i>Voting Policy Rationale: A vote FOR the proposed corporate assembly remuneration (Item 24) is warranted because of a lack of concern regarding the proposed fees. A vote FOR the proposed remuneration to nominating committee (Item 26) is warranted as nominating committee fees are usually modest and symbolic in this market.</i>	Mgmt	For	For	Do Not Vote
27	Approve Equity Plan Financing  <i>Voting Policy Rationale: A vote FOR is warranted as the proposed decision would fund equity remuneration plans that do not raise concerns.</i>	Mgmt	For	For	Do Not Vote
28	Authorize Share Repurchase Program and Cancellation of Repurchased Shares  <i>Voting Policy Rationale: A vote FOR this proposal to repurchase company shares is warranted, as the proposal includes acceptable holding, volume, and duration limits.</i>	Mgmt	For	For	Do Not Vote
29	Adjust Marketing Instructions for Equinor ASA  <i>Voting Policy Rationale: A vote FOR this proposal is warranted because decisions of such nature are best left within the mandate of the board.</i>	Mgmt	For	For	Do Not Vote

# JDE Peet's NV

**Meeting Date:** 05/11/2022

**Country:** Netherlands

**Ticker:** JDEP

**Record Date:** 04/13/2022

**Meeting Type:** Annual

**Primary Security ID:** N44664105

**Shares Voted:** 3,575

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Open Meeting  <i>Voting Policy Rationale: No vote is required for this item.</i>	Mgmt			
2.a	Receive Board Report (Non-Voting)  <i>Voting Policy Rationale: No vote is required for this item.</i>	Mgmt			
2.b	Approve Remuneration Report  <i>Voting Policy Rationale: A vote AGAINST is warranted because: * Insufficient retrospective disclosure on the applicable performance metrics under the STI; * The board decided to grant RSUs to the CEO as part of the LTI whereas their vesting is not subject to performance; * The company provided a loan to the CEO to acquire shares, in deviation of the Dutch Corporate Governance Code without explanations.</i>	Mgmt	For	Against	Against
2.c	Adopt Financial Statements  <i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>	Mgmt	For	For	For
3.a	Receive Explanation on Company's Reserves and Dividend Policy  <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.b	Approve Dividends of EUR 0.70 Per Share <i>Voting Policy Rationale: A vote FOR the dividend proposal is warranted as this is a routine request and no concerns have been identified.</i>	Mgmt	For	For	For
4.a	Approve Discharge of Executive Directors <i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties.</i>	Mgmt	For	For	For
4.b	Approve Discharge of Non-Executive Directors <i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the board is not fulfilling its fiduciary duties.</i>	Mgmt	For	For	For
5.a	Elect Ana Garcia Fau as Non-Executive Director <i>Voting 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>	Mgmt	For	For	For
5.b	Elect Paula Lindenberg as Non-Executive Director <i>Voting 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>	Mgmt	For	For	For
5.c	Elect Laura Stein as Non-Executive Director <i>Voting 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>	Mgmt	For	For	For
6	Ratify Deloitte Accountants B.V. as Auditors <i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For
7.a	Authorize Repurchase of Up to 10 Percent of Issued Share Capital <i>Voting 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 JDE Peet's to repurchase up to 10 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>	Mgmt	For	For	For
7.b	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For
7.c	Grant Board Authority to Issue Shares Up To 40 Percent of Issued Capital in Connection with a Rights Issue <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For
8	Other Business (Non-Voting) <i>Voting Policy Rationale: No vote is required for this item.</i>	Mgmt			
9	Discuss Voting Results <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
10	Close Meeting <i>Voting Policy Rationale: No vote is required for this item.</i>	Mgmt			

**Meeting Date:** 05/11/2022

**Country:** USA

**Ticker:** KMI

**Record Date:** 03/14/2022

**Meeting Type:** Annual

**Primary Security ID:** 49456B101

**Shares Voted:** 101,494

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Richard D. Kinder	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.2	Elect Director Steven J. Kean	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.3	Elect Director Kimberly A. Dang	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.4	Elect Director Ted A. Gardner	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.5	Elect Director Anthony W. Hall, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.6	Elect Director Gary L. Hultquist	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.7	Elect Director Ronald L. Kuehn, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.8	Elect Director Deborah A. Macdonald	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.9	Elect Director Michael C. Morgan	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.10	Elect Director Arthur C. Reichstetter	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.11	Elect Director C. Park Shaper	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.12	Elect Director William A. Smith	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.13	Elect Director Joel V. Staff	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.14	Elect Director Robert F. Vagt	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
1.15	Elect Director Perry M. Waughtal	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Executive Chairman Richard Kinder, Lead Director Michael Morgan, and EHS Committee Chair Robert (Bobby) Vagt is warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company faces significant climate transition risk and appears to have no binding forward-looking GHG emissions reductions targets. Votes FOR the remaining director nominees are warranted.</i>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though certain concerns are highlighted. Shareholders would benefit from improved disclosure surrounding the annual incentive and the continued practice of granting front-loaded equity limits the ability to adjust compensation for changes in performance. Both issues warrant continued monitoring.</i></p>					

## Tractor Supply Company

**Meeting Date:** 05/11/2022      **Country:** USA      **Ticker:** TSCO  
**Record Date:** 03/15/2022      **Meeting Type:** Annual  
**Primary Security ID:** 892356106

Shares Voted: 8,189

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Cynthia T. Jamison	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.2	Elect Director Joy Brown	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.3	Elect Director Ricardo Cardenas	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.4	Elect Director Denise L. Jackson	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.5	Elect Director Thomas A. Kingsbury	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.6	Elect Director Ramkumar Krishnan	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.7	Elect Director Harry A. Lawton, III	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.8	Elect Director Edna K. Morris	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
1.9	Elect Director Mark J. Weikel	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>					
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based primarily on financial performance and equity awards in 2022 will be half performance-conditioned.</i></p>					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Report on Costs of Low Wages and Inequality and Impact on Diversified Shareholders	SH	Against	For	For

*Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the socioeconomic costs of low wages and inequality, as well as their effect on the economy and diversified shareholders would enable shareholders to understand and assess how the company is managing related risks.*

**Bunge Limited**

**Meeting Date:** 05/12/2022      **Country:** Bermuda      **Ticker:** BG  
**Record Date:** 03/14/2022      **Meeting Type:** Annual  
**Primary Security ID:** G16962105

Shares Voted: 4,020

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Sheila Bair	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1b	Elect Director Carol Browner	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1c	Elect Director Paul Fribourg	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1d	Elect Director J. Erik Fyrwald	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1e	Elect Director Gregory Heckman	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1f	Elect Director Bernardo Hees	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1g	Elect Director Kathleen Hyle	Mgmt	For	Against	Against
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					
1h	Elect Director Michael Kobori	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>					

# Bunge Limited

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1i	Elect Director Kenneth Simril	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>				
1j	Elect Director Henry "Jay" Winship	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>				
1k	Elect Director Mark Zenuk	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Chair Kathleen Hyle is warranted as a signal to the board that stronger independent oversight and board management of climate and related risks at the company are necessary. A vote FOR the remaining director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time.</i>				
3	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Eliminate Supermajority Vote Requirements	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.</i>				
5	Provide Right to Act by Written Consent	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted given that the company's existing governance practices provide an effective counterbalance to the proposed written consent provisions.</i>				

# Intel Corporation

**Meeting Date:** 05/12/2022      **Country:** USA      **Ticker:** INTC  
**Record Date:** 03/18/2022      **Meeting Type:** Annual  
**Primary Security ID:** 458140100

**Shares Voted:** 18,931

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Patrick P. Gelsinger	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director James J. Goetz	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1c	Elect Director Andrea J. Goldsmith	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Alyssa H. Henry	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Omar Ishrak	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director Risa Lavizzo-Mourey	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Tsu-Jae King Liu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1h	Elect Director Gregory D. Smith	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1i	Elect Director Dion J. Weisler	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1j	Elect Director Frank D. Yearly	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST incumbent compensation committee members Dion Weisler, Risa Lavizzo-Mourey, Alyssa Henry, and S. Omar Ishrak is warranted, in light of only limited responsiveness demonstrated following last year's failed say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: There are concerns regarding the compensation committee's limited degree of responsiveness to last year's failed say-on-pay vote. While the proxy discloses engagement efforts and shareholders' feedback, not all concerns are clearly fully addressed. Moreover, other pay program changes that were made following shareholder outreach are not all clearly positive. This falls short of the robust response that is expected following a failed vote. There are also unmitigated pay-for-performance concerns for the year in review. Annual incentive payouts were made well above target against goals that were lowered after their initial establishment due to a shift in company strategy. Further, NEO participation in a second bonus opportunity is questionable, when the primary program provides substantial pay opportunities (including the new CEO's relatively high target STI opportunity). Moreover, the company will reduce the proportion of performance-conditioned equity for non-CEO NEOs beginning with FY22 grants. Finally, some investors may find that the disclosed changes to both STI and LTI programs for next year do not clearly improve program rigor based on the current level of disclosure. In light of both responsiveness and unmitigated pay-for-performance concerns, a vote AGAINST this proposal is warranted.</i>				

# Intel Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Amend Omnibus Stock Plan  <i>Voting Policy Rationale: Based on evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factors: * The plan cost is excessive * The disclosure of change-in-control ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary) * The plan allows broad discretion to accelerate vesting</i>	Mgmt	For	Against	Against
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting  <i>Voting Policy Rationale: A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 15 percent to 10 percent would enhance shareholders' rights.</i>	SH	Against	For	For
6	Report on Third-Party Civil Rights Audit  <i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would strengthen the company's commitment towards addressing diversity, equity, and inclusion efforts in its business operations. In addition, it would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.</i>	SH	Against	For	For

# Manulife Financial Corp.

Meeting Date: 05/12/2022      Country: Canada      Ticker: MFC  
 Record Date: 03/16/2022      Meeting Type: Annual  
 Primary Security ID: 56501R106

Shares Voted: 57,037

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Nicole S. Arnaboldi  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.2	Elect Director Guy L.T. Bainbridge  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.3	Elect Director Joseph P. Caron  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.4	Elect Director John M. Cassaday  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.5	Elect Director Susan F. Dabarno  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.6	Elect Director Julie E. Dickson  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.7	Elect Director Roy Gori  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.8	Elect Director Tsun-yan Hsieh  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.9	Elect Director Vanessa Kanu  <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.10	Elect Director Donald R. Lindsay <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.11	Elect Director C. James Prieur <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.12	Elect Director Andrea S. Rosen <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.13	Elect Director May Tan <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
1.14	Elect Director Leigh E. Turner <i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>	Mgmt	For	For	For
2	Ratify Ernst & Young LLP as Auditors <i>Voting Policy Rationale: Vote FOR the ratification of Ernst &amp; Young LLP as auditor as non-audit fees (2 percent) were reasonable relative to total fees paid to the auditor.</i>	Mgmt	For	For	For
3	Advisory Vote on Executive Compensation Approach <i>Voting Policy Rationale: Vote FOR this non-binding advisory vote. The quantitative pay-for-performance screen has identified a high concern. Upon further analysis, the concern level is reduced to a medium for the following reasons: * Realized / realizable pay appears to track company performance; * Absolute operational performance and relative performance efficiency has kept its upward trend; * Options were not granted in 2021 along with the increased weightings of performance-based PSUs. Given those factors and as it appears the company has continued to deliver on financial and strategic commitments, including record financial performance, the say-on-pay resolution is supported at this time. Nevertheless, the magnitude of CEO pay is high among the largest Canadian financial institutions. Sustainability Advisory Services will continue to monitor the company's compensation structure for any potential misalignment between CEO pay and company performance.</i>	Mgmt	For	For	For

## Masco Corporation

Meeting Date: 05/12/2022

Country: USA

Ticker: MAS

Record Date: 03/18/2022

Meeting Type: Annual

Primary Security ID: 574599106

Shares Voted: 13,880

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Donald R. Parfet <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Lisa A. Payne <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director Reginald M. Turner <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are tied to pre-set financial metrics, while long-term incentives are primarily performance based and measured over multi-year performance periods.</i>	Mgmt	For	For	For

# Masco Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>					

## Quebecor Inc.

**Meeting Date:** 05/12/2022      **Country:** Canada      **Ticker:** QBR.B  
**Record Date:** 03/15/2022      **Meeting Type:** Annual  
**Primary Security ID:** 748193208

Shares Voted: 16,961

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for Class B Subordinate Voting Shareholders	Mgmt			
1.1	Elect Director Chantal Belanger	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
1.2	Elect Director Lise Croteau	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>					
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR the ratification of Ernst &amp; Young LLP as auditor as non-audit fees (4 percent) were reasonable relative to total fees paid to the auditor.</i>					
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For	For
<i>Voting Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>					
	Shareholder Proposal	Mgmt			
4	SP 1: Increase Employees Representation in Strategic Decision Making	SH	Against	Against	Against
<i>Voting Policy Rationale: A vote AGAINST this shareholder proposal is warranted at this time. The company has disclosed that it provides different avenues to employees to voice their concerns, opinions and ideas, and engages with labor unions and their representatives to discuss certain decisions and initiatives of importance to unionized employees, who represent the vast majority of its workforce. In addition, as per regulatory requirements, employee directors are not considered independent and should not be members of the audit, nominating or compensation committees, thus restricting the role that a director appointed from the workforce can play in bringing about changes at the decision-making level.</i>					

## Verizon Communications Inc.

**Meeting Date:** 05/12/2022      **Country:** USA      **Ticker:** VZ  
**Record Date:** 03/14/2022      **Meeting Type:** Annual  
**Primary Security ID:** 92343V104

Shares Voted: 6,489

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Shellye Archambeau	Mgmt	For	For	For

<b>Proposal Number</b>	<b>Proposal Text</b>	<b>Proponent</b>	<b>Mgmt Rec</b>	<b>Voting Policy Rec</b>	<b>Vote Instruction</b>
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Roxanne Austin	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Mark Bertolini	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Melanie Healey	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Laxman Narasimhan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Clarence Otis, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Daniel Schulman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Rodney Slater	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Carol Tome	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Hans Vestberg	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.11	Elect Director Gregory Weaver	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. While concerns remain regarding certain perquisites, both short- and long-term incentive programs are primarily performance-based, and equity awards rely on multi-year performance periods.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Report on Charitable Contributions	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>				
5	Amend Senior Executive Compensation Clawback Policy	SH	Against	For	For
	<i>Voting 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 any recoupments. Such disclosure would benefit shareholders.</i>				
6	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.</i>				

# Verizon Communications Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Report on Operations in Communist China	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure related to its policies, processes, and oversight mechanisms related to managing and mitigating risks of its operations and business activities in China.</i>				

## Consolidated Edison, Inc.

**Meeting Date:** 05/16/2022

**Country:** USA

**Ticker:** ED

**Record Date:** 03/21/2022

**Meeting Type:** Annual

**Primary Security ID:** 209115104

Shares Voted: 6,165

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Timothy P. Cawley	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Ellen V. Futter	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director John F. Killian	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Karol V. Mason	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director John McAvoy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Dwight A. McBride	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director William J. Mulrow	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Armando J. Olivera	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Michael W. Ranger	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Linda S. Sanford	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.11	Elect Director Deirdre Stanley	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.12	Elect Director L. Frederick Sutherland	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

# Consolidated Edison, Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual and long-term incentives are both primarily based on pre-set, objective financial goals.</i>				

## BNP Paribas SA

Meeting Date: 05/17/2022

Country: France

Ticker: BNP

Record Date: 05/13/2022

Meeting Type: Annual/Special

Primary Security ID: F1058Q238

Shares Voted: 2,811

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 3.67 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				
4	Approve Auditors' Special Report on Related-Party Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the information disclosed in the auditors' special report does not raise any concerns.</i>				
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
6	Reelect Jean Laurent Bonhaffe as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 7 and 9). Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 75.0 percent vs 50 percent recommended) and the absence of specific concerns (Items 6 and 8).</i>				
7	Reelect Marlon Guillou as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 7 and 9). Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 75.0 percent vs 50 percent recommended) and the absence of specific concerns (Items 6 and 8).</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Reelect Michel Tilmant as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 7 and 9). Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 75.0 percent vs 50 percent recommended) and the absence of specific concerns (Items 6 and 8).</i>				
9	Elect Lieve Logghe as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 7 and 9). Votes FOR the reelections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 60.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 75.0 percent vs 50 percent recommended) and the absence of specific concerns (Items 6 and 8).</i>				
10	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
11	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
12	Approve Remuneration Policy of CEO and Vice-CEOs	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed remuneration policy is warranted although the following concerns are raised: * The proposed policy includes a significant salary increase. * The elasticity of bonus payouts in case of deteriorating performances could be limited. The main reason for support is: * The rationale for the increase, based on evolution of employees' remunerations, is deemed acceptable.</i>				
13	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
14	Approve Compensation of Jean Lemierre, Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
15	Approve Compensation of Jean-Laurent Bonnafe, CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The financial performance conditions attached to the bonus are deemed to lack stringency; and * The level of achievement of qualitative criteria attached to the bonus is unclear. The main reason for support is: * There are no other concerns.</i>				
16	Approve Compensation of Philippe Bordenave, Vice-CEO Until 18 May 2021	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The financial performance conditions attached to the bonus are deemed to lack stringency; and * The level of achievement of qualitative criteria attached to the bonus is unclear. The main reason for support is: * There are no other concerns.</i>				
17	Approve Compensation of Yann Gerardin, Vice-CEO Since 18 May 2021	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The financial performance conditions attached to the bonus are deemed to lack stringency; and * The level of achievement of qualitative criteria attached to the bonus is unclear. The main reason for support is: * There are no other concerns.</i>				
18	Approve Compensation of Thierry Laborde, Vice-CEO Since 18 May 2021	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The financial performance conditions attached to the bonus are deemed to lack stringency; and * The level of achievement of qualitative criteria attached to the bonus is unclear. The main reason for support is: * There are no other concerns.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
19	Approve the Overall Envelope of Compensation of Certain Senior Management, Responsible Officers and the Risk-takers <i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>	Mgmt	For	For	For
20	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.54 Million <i>Voting Policy Rationale: A vote FOR is warranted since the proposed amount remains in line with French market practices.</i> Extraordinary Business	Mgmt	For	For	For
21	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 985 Million <i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights (Items 21-23). Votes FOR the total limits proposed under Items 24 and 26 are warranted as they limit shareholder dilution under all authorizations together.</i>	Mgmt	For	For	For
22	Authorize Capital Increase of Up to EUR 240 Million for Future Exchange Offers <i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights (Items 21-23). Votes FOR the total limits proposed under Items 24 and 26 are warranted as they limit shareholder dilution under all authorizations together.</i>	Mgmt	For	For	For
23	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind <i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights (Items 21-23). Votes FOR the total limits proposed under Items 24 and 26 are warranted as they limit shareholder dilution under all authorizations together.</i>	Mgmt	For	For	For
24	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 22 and 23 at EUR 240 Million <i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights (Items 21-23). Votes FOR the total limits proposed under Items 24 and 26 are warranted as they limit shareholder dilution under all authorizations together.</i>	Mgmt	For	For	For
25	Authorize Capitalization of Reserves of Up to EUR 985 Million for Bonus Issue or Increase in Par Value <i>Voting Policy Rationale: A vote FOR is warranted since this potential transfer of wealth is in shareholders' interests.</i>	Mgmt	For	For	For
26	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 21 and 23 at EUR 985 Million <i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights (Items 21-23). Votes FOR the total limits proposed under Items 24 and 26 are warranted as they limit shareholder dilution under all authorizations together.</i>	Mgmt	For	For	For
27	Authorize Capital Issuances for Use in Employee Stock Purchase Plans <i>Voting Policy Rationale: A vote FOR this proposal is warranted as it does not raise concerns.</i>	Mgmt	For	For	For
28	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares <i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>	Mgmt	For	For	For
29	Authorize Filing of Required Documents/Other Formalities <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For

Meeting Date: 05/17/2022

Country: USA

Ticker: MSI

Record Date: 03/18/2022

Meeting Type: Annual

Primary Security ID: 620076307

Shares Voted: 1,873

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Gregory Q. Brown	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1b	Elect Director Kenneth D. Denman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1c	Elect Director Egon P. Durban	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1d	Elect Director Ayanna M. Howard	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1e	Elect Director Clayton M. Jones	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1f	Elect Director Judy C. Lewent	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1g	Elect Director Gregory K. Mondre	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
1h	Elect Director Joseph M. Tucci	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Egon Durban and Gregory (Greg) Mondre is warranted for serving as non-independent members of a key board committee. A vote AGAINST Egon Durban is further warranted for serving as a director on more than five public company boards. A vote FOR the remaining nominees is warranted at this time.</i>				
2	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are largely based on pre-set financial metrics. Long-term incentives are majority performance-based and rely on multiyear performance periods.</i>				
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				

**Societe Generale SA**

## Sun Life KBI Global Dividend Private Pool

**Meeting Date:** 05/17/2022

**Country:** France

**Ticker:** GLE

**Record Date:** 05/13/2022

**Meeting Type:** Annual/Special

**Primary Security ID:** F8591M517

**Shares Voted:** 11,263

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 1.65 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted as it does not raise concerns.</i>				
4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the information disclosed in the auditors' special report does not raise any concerns.</i>				
5	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
6	Approve Remuneration Policy of CEO and Vice-CEOs	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted although the following concerns are raised: * The bonus structure allows for compensation of non-financial criteria; * There is a risk of pay-for-failure under the severance agreement; and * In case of departure following a change in control or retirement, executives would retain full rights to unvested shares. The main reason for support is: * The policy clarifies the CSR criteria attached to the bonus; and * There are no other significant concerns.</i>				
7	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
8	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
9	Approve Compensation of Lorenzo Bini Smaghi, Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
10	Approve Compensation of Frederic Oudea, CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The overall level of disclosure on the deferred bonus performance conditions is limited; and * The level of stringency on one of the LTIP performance conditions can be questioned. The main reason for support is: * There are no other concerns.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	Approve Compensation of Philippe Aymerich, Vice-CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The overall level of disclosure on the deferred bonus performance conditions is limited; and * one of the LTIP performance conditions can be questioned. The main reason for support is: * The level of stringency on There are no other concerns.</i>				
12	Approve Compensation of Diony Lebot, Vice-CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted although the following concerns are raised: * The overall level of disclosure on the deferred bonus performance conditions is limited; and * one of the LTIP performance conditions can be questioned. The main reason for support is: * The level of stringency on There are no other concerns.</i>				
13	Approve the Aggregate Remuneration Granted in 2021 to Certain Senior Management, Responsible Officers, and Risk-Takers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
14	Reelect Lorenzo Bini Smaghi as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the reelections of these independent nominees are warranted in the absence of specific concerns (Items 14, 15 and 16).</i>				
15	Reelect Jerome Contamine as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the reelections of these independent nominees are warranted in the absence of specific concerns (Items 14, 15 and 16).</i>				
16	Reelect Diane Cote as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the reelections of these independent nominees are warranted in the absence of specific concerns (Items 14, 15 and 16).</i>				
17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
	Extraordinary Business	Mgmt			
18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights and/or Capitalization of Reserves for Bonus Issue or Increase in Par Value up to Aggregate Nominal Amount of EUR 345.3 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights.</i>				
19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 104.64 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights.</i>				
20	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted for all these authorizations as they are in line with the recommended 50/10-percent guidelines for issuances with and without preemptive rights.</i>				
21	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the employee stock purchase plan is warranted as it does not raise concerns.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
22	Authorize up to 1.2 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Regulated Persons  <i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed authorization are not problematic.</i>	Mgmt	For	For	For
23	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plans  <i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed authorization are not problematic.</i>	Mgmt	For	For	For
24	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares  <i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>	Mgmt	For	For	For
25	Authorize Filing of Required Documents/Other Formalities  <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For

## Quest Diagnostics Incorporated

Meeting Date: 05/18/2022 Country: USA Ticker: DGX  
 Record Date: 03/21/2022 Meeting Type: Annual  
 Primary Security ID: 74834L100

Shares Voted: 9,977

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Tracey C. Doi  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.2	Elect Director Vicky B. Gregg  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.3	Elect Director Wright L. Lassiter, III  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.4	Elect Director Timothy L. Main  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.5	Elect Director Denise M. Morrison  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.6	Elect Director Gary M. Pfeiffer  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.7	Elect Director Timothy M. Ring  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.8	Elect Director Stephen H. Rusckowski  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

# Quest Diagnostics Incorporated

Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.9	Elect Director Gail R. Wilensky	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance metrics and the company's COVID related changes to its incentive awards are clearly disclosed.</i>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Provide Right to Act by Written Consent	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual meetings.</i>				
5	Amend Right to Call Special Meeting	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the ability to call special meetings would enhance shareholder rights. Shareholder approval of this proposal would result in the immediate provision of the right to call special meetings with a 15-percent ownership threshold. A shareholder proposal on ballot (Item 6) requests the provision of the right with a 10-percent ownership threshold, which shareholders may view as a more reasonable threshold.</i>				
6	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. This shareholder proposal includes a 10 percent ownership threshold which shareholders may view as a more reasonable threshold than the 15 percent threshold proposed by management. This proposal would also represent an enhancement to shareholder rights, as shareholders do not currently have the right to call special meetings.</i>				

## Robert Half International Inc.

Meeting Date: 05/18/2022

Country: USA

Ticker: RHI

Record Date: 03/25/2022

Meeting Type: Annual

Primary Security ID: 770323103

Shares Voted: 9,638

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Julia L. Coronado	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Dirk A. Kempthorne	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Harold M. Messmer, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Marc H. Morial	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Robert J. Pace	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1f	Elect Director Frederick A. Richman <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director M. Keith Waddell <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentive awards are based entirely on pre-set financial goals, and long-term incentives are entirely performance-based.</i>	Mgmt	For	For	For
3	Ratify PricewaterhouseCoopers LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For

## SAP SE

Meeting Date: 05/18/2022

Country: Germany

Ticker: SAP

Record Date: 04/26/2022

Meeting Type: Annual

Primary Security ID: D66992104

Shares Voted: 3,863

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting) <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
2	Approve Allocation of Income and Dividends of EUR 1.95 per Share and Special Dividends of EUR 0.50 per Share <i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>	Mgmt	For	For	For
3	Approve Discharge of Management Board for Fiscal Year 2021 <i>Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>	Mgmt	For	For	For
4	Approve Discharge of Supervisory Board for Fiscal Year 2021 <i>Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>	Mgmt	For	For	For
5	Ratify KPMG AG as Auditors for Fiscal Year 2022 <i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>	Mgmt	For	For	For
6	Ratify BDO AG as Auditors for Fiscal Year 2023 <i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A qualified vote FOR the remuneration report is warranted because the company's remuneration practices and disclosures are in line with, and exceed in many respects, market practice and appear to provide a good pay-for-performance alignment. However: * A portion of the LTIP is time-based, which is not in line with market practice. * A special bonus for fiscal 2020 was paid during the year under review; however, the company has provided a compelling rationale for this.</i>				
8.1	Elect Hasso Plattner to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
8.2	Elect Rouven Westphal to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
8.3	Elect Gunnar Wiefenfels to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
8.4	Elect Jennifer Xin-Zhe Li to the Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>				
9	Approve Remuneration of Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed change in the remuneration schedule for supervisory board members is warranted.</i>				

## Advance Auto Parts, Inc.

Meeting Date: 05/19/2022

Country: USA

Ticker: AAP

Record Date: 03/24/2022

Meeting Type: Annual

Primary Security ID: 00751Y106

Shares Voted: 3,460

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Carla J. Bailo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director John F. Ferraro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Thomas R. Greco	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Joan M. Hilson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Jeffrey J. Jones, II	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Eugene I. Lee, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

## Advance Auto Parts, Inc.

## Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1g	Elect Director Douglas A. Pertz	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Sherice R. Torres	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Nigel Travis	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Arthur L. Valdez, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: There are concerns raised by the company's disclosure around pay program decisions. Specifically, disclosure needs improvement regarding the company's STI goal setting and equity pay mix decisions. However, there are mitigating factors for the year in review. The STI remained based on objective financial measures, and the new qualitative modifier has appropriate adjustment guardrails. Further, LTI was at least half performance-vesting and the entirety of PSUs targeted above-median performance. The company also discloses a vesting cap in the event of negative absolute TSR. On balance of these factors, a vote FOR this proposal is warranted, with caution. However, going forward, shareholders should expect more robust disclosure around pay program decisions.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Amend Proxy Access Right	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the proposed elimination of the 20-shareholder aggregation limit would improve the company's existing proxy access right for shareholders.</i>				

## AT&T Inc.

Meeting Date: 05/19/2022      Country: USA      Ticker: T  
Record Date: 03/21/2022      Meeting Type: Annual

Primary Security ID: 00206R102

Shares Voted: 50,873

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Samuel A. Di Piazza, Jr. *Withdrawn Resolution*	Mgmt			
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.2	Elect Director Scott T. Ford	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.3	Elect Director Glenn H. Hutchins	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.4	Elect Director William E. Kennard	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.5	Elect Director Debra L. Lee *Withdrawn Resolution*	Mgmt			
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.6	Elect Director Stephen J. Luczo	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.7	Elect Director Michael B. McCallister	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.8	Elect Director Beth E. Mooney	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.9	Elect Director Matthew K. Rose	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.10	Elect Director John T. Stankey	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.11	Elect Director Cynthia B. Taylor	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.12	Elect Director Luis A. Ubinas	Mgmt	For	For	For
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
1.13	Elect Director Geoffrey Y. Yang *Withdrawn Resolution*	Mgmt			
	<i>Voting Policy Rationale: The nomination of directors Di Piazza, Lee and Yang has been withdrawn, and accordingly no votes on the election of these individuals will be counted. A vote FOR the remaining directors is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposal is warranted. Following a failed say-on-pay vote result, the compensation committee disclosed engagement efforts with shareholders as well as the feedback received in these engagements. The proxy also notes commitments and pay program changes that were made in response to these shareholder concerns. In addition, although concerns are noted, pay and performance are aligned for the year in review. The annual and long-term incentives are primarily performance-based, with LTI utilizing multi-year performance periods. However, the CEO's salary is relatively large, and perk values pertaining to life insurance are exceedingly high; shareholders should expect improved disclosure going forward as to the necessity and rationale for such costs.</i>				
4	Consider Pay Disparity Between Executives and Other Employees	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the board and its Human Resources Committee are generally best suited to make decisions about executive compensation, and the proponent has not established that including the CEO pay ratio factor is a needed addition to the existing compensation program.</i>				
5	Require Independent Board Chair	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent chairman of the board.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Report on Congruency of Political Spending with Company Values and Priorities	SH	Against	For	For
	<i>Voting 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>				
7	Report on Civil Rights and Non-Discrimination Audit	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted, as the company has enhanced reporting around its diversity and inclusion initiatives, EEO-1 reporting, and relevant disclosures that allow shareholders to track the company's progress and policies on civil rights.</i>				

**Enel SpA**

**Meeting Date:** 05/19/2022      **Country:** Italy      **Ticker:** ENEL  
**Record Date:** 05/10/2022      **Meeting Type:** Annual  
**Primary Security ID:** T3679P115

**Shares Voted:** 43,533

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
	Management Proposals	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used, as well as for the proposed income allocation. This is not without highlighting that the proposed dividend payout ratio exceeds 100 percent for the third year in a row.</i>				
2	Approve Allocation of Income	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used, as well as for the proposed income allocation. This is not without highlighting that the proposed dividend payout ratio exceeds 100 percent for the third year in a row.</i>				
3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: This item warrants a vote FOR because: * The repurchase limit of up to 10 percent of issued share capital is respected. * The holding limit of up to 10 percent of share capital in treasury is respected.</i>				
	Appoint Internal Statutory Auditors (Slate Election) - Choose One of the Following Slates	Mgmt			
4.1	Slate 1 Submitted by Ministry of the Economy and Finance	SH	None	For	For
	<i>Voting Policy Rationale: This item warrants a vote FOR because: * Shareholders can support only one slate. * All proposed candidates under both slates possess the professional experience to fulfill their role of statutory auditor. * Supporting this slate will ensure that the chairman of the statutory auditor board is appointed from Slate 2.</i>				
4.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	SH	None	Against	Against
	<i>Voting Policy Rationale: This item warrants a vote AGAINST because: * Shareholders can support only one slate. * All proposed candidates under both slates possess the professional experience to fulfill their role of statutory auditors. * Supporting Slate 1 will ensure that the chairman of the statutory auditor board is appointed from Slate 2.</i>				
	Shareholder Proposal Submitted by Ministry of the Economy and Finance	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Internal Statutory Auditors' Remuneration  <i>Voting Policy Rationale: This item warrants a vote FOR because the company has disclosed the proposed remuneration, and no concerns have been noticed.</i>	SH	None	For	For
	Management Proposals	Mgmt			
6	Approve Long Term Incentive Plan  <i>Voting Policy Rationale: A vote FOR this item is warranted because the key terms of the proposed long-term incentive plan are not problematic. This is not without highlighting that the maximum potential payout in favor of the CEO/GM continues to appear rather high.</i>	Mgmt	For	For	For
7.1	Approve Remuneration Policy  <i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene good European executive remuneration practice</i>	Mgmt	For	For	For
7.2	Approve Second Section of the Remuneration Report  <i>Voting Policy Rationale: This item warrants a vote FOR because the 2021 compensation practices of the company do not contravene good market standards</i>	Mgmt	For	For	For
A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders  <i>Voting Policy Rationale: This item warrants a vote AGAINST due to the lack of disclosure regarding the proposed deliberation.</i>	Mgmt	None	Against	Against

## Lear Corporation

Meeting Date: 05/19/2022

Country: USA

Ticker: LEA

Record Date: 03/25/2022

Meeting Type: Annual

Primary Security ID: 521865204

Shares Voted: 1,464

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Mei-Wei Cheng  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1b	Elect Director Jonathan F. Foster  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1c	Elect Director Bradley M. Halverson  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1d	Elect Director Mary Lou Jepsen  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1e	Elect Director Roger A. Krone  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Patricia L. Lewis  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For

# Lear Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1g	Elect Director Kathleen A. Ligocki <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director Conrad L. Mallett, Jr. <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director Raymond E. Scott <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director Gregory C. Smith <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify Ernst & Young LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based, and equity awards utilize a multi-year performance period. Although the target relative TSR award is earned for median performance, the payout is capped for negative absolute results.</i>	Mgmt	For	For	For

## NN Group NV

**Meeting Date:** 05/19/2022

**Country:** Netherlands

**Ticker:** NN

**Record Date:** 04/21/2022

**Meeting Type:** Annual

**Primary Security ID:** N64038107

Shares Voted: 2,322

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Open Meeting <i>Voting Policy Rationale: No vote is required for this item.</i>	Mgmt			
2	Receive Annual Report <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
3	Approve Remuneration Report <i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is broadly in line with market practice, even though not all targets for the STI metrics are disclosed.</i>	Mgmt	For	For	For
4.A	Adopt Financial Statements and Statutory Reports <i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>	Mgmt	For	For	For
4.B	Receive Explanation on Company's Reserves and Dividend Policy <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.C	Approve Dividends of EUR 1.56 Per Share  <i>Voting Policy Rationale: A vote FOR the dividend proposal is warranted. Although the company proposes to grant less than 30 percent of the earnings per share, the company gives adequate explanation why this is consistent with the company's dividend policy.</i>	Mgmt	For	For	For
5.A	Approve Discharge of Executive Board  <i>Voting 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>	Mgmt	For	For	For
5.B	Approve Discharge of Supervisory Board  <i>Voting 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>	Mgmt	For	For	For
6.A	Announce Intention to Appoint Annemiek van Melick to Executive Board  <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
6.B	Announce Intention to Reappoint Delfin Rueda to Executive Board  <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
7.A	Reelect David Cole to Supervisory Board  <i>Voting 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>	Mgmt	For	For	For
7.B	Reelect Hans Schoen to Supervisory Board  <i>Voting 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>	Mgmt	For	For	For
7.C	Eiect Pauline van der Meer Mohr to Supervisory Board  <i>Voting 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>	Mgmt	For	For	For
8	Ratify KPMG Accountants N.V. as Auditors  <i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For
9.A.1	Grant Board Authority to Issue Ordinary Shares Up To 10 Percent of Issued Capital  <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For
9.A.2	Authorize Board to Exclude Preemptive Rights from Share Issuances  <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For
9.B	Grant Board Authority to Issue Shares Up To 20 Percent of Issued Capital in Connection with a Rights Issue  <i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>	Mgmt	For	For	For

## NN Group NV

## Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Authorize Repurchase of Up to 10 Percent of Issued Share Capital  <i>Voting 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>	Mgmt	For	For	For
11	Approve Reduction in Share Capital through Cancellation of Shares  <i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>	Mgmt	For	For	For
12	Close Meeting  <i>Voting Policy Rationale: No vote is required for this item.</i>	Mgmt			

## Orange SA

Meeting Date: 05/19/2022

Country: France

Ticker: ORA

Record Date: 05/17/2022

Meeting Type: Annual/Special

Primary Security ID: F6866T100

Shares Voted: 23,830

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports  <i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>	Mgmt	For	For	For
2	Approve Consolidated Financial Statements and Statutory Reports  <i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>	Mgmt	For	For	For
3	Approve Treatment of Losses and Dividends of EUR 0.70 per Share  <i>Voting Policy Rationale: A vote FOR is warranted as the allocation of dividend is in line with the company's dividend policy.</i>	Mgmt	For	For	For
4	Approve Auditors' Special Report on Related-Party Transactions  <i>Voting Policy Rationale: A vote FOR this proposal is warranted because the company provided compelling explanations for transactions entered into or carried out during the year under review.</i>	Mgmt	For	For	For
5	Elect Jacques Aschenbroich as Director  <i>Voting Policy Rationale: * A vote the election of this non-independent nominee is warranted given the satisfactory level of board independence (including all board members: 47 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives: 70 percent vs 50 percent recommended) and the absence of specific concerns (Item 6). * The number of outside mandates held by Jacques Aschenbroich is in excess of recommended guidelines for non-executive director and executive director. Therefore, his election warrants a vote AGAINST</i>	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Elect Valerie Beaulieu-James as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: * A vote the election of this non-independent nominee is warranted given the satisfactory level of board independence (including all board members: 47 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives: 70 percent vs 50 percent recommended) and the absence of specific concerns (Item 6). * The number of outside mandates held by Jacques Aschenbroich is in excess of recommended guidelines for non-executive director and executive director. Therefore, his election warrants a vote AGAINST</i>				
7	Approve Remuneration of Directors in the Aggregate Amount of EUR 1,050,000	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted since the proposed amount remains in line with French market practices.</i>				
8	Approve Compensation Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
9	Approve Compensation of Stephane Richard, Chairman and CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted, although the following concerns are raised: * Under the bonus' criterion related to the employee survey, weighing 23 percent of the payout, the company explained that this survey was not provided in 2021. As such, they reused the one assessed for the 2020 bonus payout, leading to a discrepancy between pay and actual performance. The main reasons for support are: * The nature and the achievement levels for the non-financial criteria are well disclosed. * The absence of any other concern.</i>				
10	Approve Compensation of Ramon Fernandez, Vice-CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted, although the following concerns are raised: * Under the bonus' criterion related to the employee survey, weighing 23 percent of the payout, the company explained that this survey was not provided in 2021. As such, they reused the one assessed for the 2020 bonus payout, leading to a discrepancy between pay and actual performance. The main reasons for support are: * The nature and the achievement levels for the non-financial criteria are well disclosed. * The absence of any other concern.</i>				
11	Approve Compensation of Gervais Pellissier, Vice-CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration reports are warranted, although the following concerns are raised: * Under the bonus' criterion related to the employee survey, weighing 23 percent of the payout, the company explained that this survey was not provided in 2021. As such, they reused the one assessed for the 2020 bonus payout, leading to a discrepancy between pay and actual performance. The main reasons for support are: * The nature and the achievement levels for the non-financial criteria are well disclosed. * The absence of any other concern.</i>				
12	Approve Remuneration Policy of Chairman and CEO, CEO and Vice-CEOs	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this remuneration policy is warranted because: * The exceptional remuneration allocated to Stephane Richard and the company does not provide a compelling rationale, particularly as his resignation is due to his criminal sentence. Rewarding a forced departure after a conviction for complicity in embezzlement of public funds may seem surprising. * The company provides limited rationale for the increases in the bonus and LTI grant under the proposed remuneration policy for the executives, although they remain within the range of French market practices. * The bundled item for the remuneration policy of all executives is not considered to be a good practice since it is proposed as an all-or-nothing choice.</i>				
13	Approve Remuneration Policy of Chairman of the Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
14	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
	Extraordinary Business	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Amend Articles 2,13,15 and 16 of Bylaws to Comply with Legal Changes  <i>Voting Policy Rationale: A vote FOR Item 16 is warranted as the proposed amendments are deemed non-contentious and have a neutral impact on shareholders' interest. However, the adoption of the new articles does not allow piecemeal voting by shareholders, who are presented with an all-or-nothing choice. A vote FOR Item 17 is warranted as the proposal would relax the end of mandate following the age limit of the chairman, from the birthday date to the end of duration of the mandate (Item 17).</i>	Mgmt	For	For	For
17	Amend Article 14 of Bylaws Re: Age Limit of Chairman of the Board  <i>Voting Policy Rationale: A vote FOR Item 16 is warranted as the proposed amendments are deemed non-contentious and have a neutral impact on shareholders' interest. However, the adoption of the new articles does not allow piecemeal voting by shareholders, who are presented with an all-or-nothing choice. A vote FOR Item 17 is warranted as the proposal would relax the end of mandate following the age limit of the chairman, from the birthday date to the end of duration of the mandate (Item 17).</i>	Mgmt	For	For	For
18	Authorize up to 0.07 Percent of Issued Capital for Use in Restricted Stock Plans  <i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed authorization are not problematic.</i>	Mgmt	For	For	For
19	Authorize Capital Issuances for Use in Employee Stock Purchase Plans  <i>Voting Policy Rationale: A vote FOR the employee stock purchase plans is warranted as its proposed volume respects the recommended guidelines.</i>	Mgmt	For	For	For
20	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares  <i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>	Mgmt	For	For	For
21	Authorize Filing of Required Documents/Other Formalities  <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For
A	Shareholder Proposals Submitted by le Fonds Commun de Placement d'Entreprise Orange Actions Amending Item 18 of Current Meeting to Align the Allocation of Free Shares to the Group Employees with that of LTIP Incentives for Executives  <i>Voting Policy Rationale: A vote AGAINST this proposal is warranted considering the absence of support from the company, the lack of rationale provided by FCPE Orange Actions, and as it is overly prescriptive.</i>	SH	Against	Against	Against
B	Amend Article 13 of Bylaws Re: Plurality of Directorships  <i>Voting Policy Rationale: A vote AGAINST this item is warranted considering the absence of support from the company and the lack of rationale provided by FCPE Orange Actions.</i>	SH	Against	Against	Against

**The Western Union Company**

**Meeting Date:** 05/19/2022

**Country:** USA

**Ticker:** WU

**Record Date:** 03/23/2022

**Meeting Type:** Annual

**Primary Security ID:** 959802109

Shares Voted: 38,171

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Martin I. Cole	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1b	Elect Director Richard A. Goodman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1c	Elect Director Betsy D. Holden	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1d	Elect Director Jeffrey A. Joerres	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1e	Elect Director Devin B. McGranahan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1f	Elect Director Michael A. Miles, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1g	Elect Director Timothy P. Murphy	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1h	Elect Director Joyce A. Phillips	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1i	Elect Director Jan Siegmund	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1j	Elect Director Angela A. Sun	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
1k	Elect Director Solomon D. Trujillo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: On balance, a cautionary vote FOR this proposal is warranted. Certain concerns are identified with respect to pandemic-related changes to the way annual and LTI goals are measured. In addition, greater disclosure surrounding strategic and individual goals and achievements under the annual incentive plan would benefit shareholders. However, there are mitigating factors for the year in review. Pay is elevated for the new CEO due to make-whole cash and equity awards granted to compensate him for awards he forfeited by leaving his former employer. In addition, annual and long-term awards are predominantly tied to objective performance metrics and goals appear reasonably rigorous, as STI financial metrics are growth-based and the relative TSR target and maximum goals require outperformance.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.</i>				

# Vornado Realty Trust

# Sun Life KBI Global Dividend Private Pool

Meeting Date: 05/19/2022

Country: USA

Ticker: VNO

Record Date: 03/21/2022

Meeting Type: Annual

Primary Security ID: 929042109

Shares Voted: 11,201

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Steven Roth <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.2	Elect Director Candace K. Beinecke <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.3	Elect Director Michael D. Fascitelli <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.4	Elect Director Beatrice Hamza Bassey <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.5	Elect Director William W. Helman, IV <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.6	Elect Director David M. Mandelbaum <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.7	Elect Director Raymond J. McGuire <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.8	Elect Director Mandakini Puri <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.9	Elect Director Daniel R. Tisch <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1.10	Elect Director Russell B. Wight, Jr. <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify Deloitte & Touche LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Although the annual bonus pool is funded formulaically, individual payouts are discretionarily determined, and the proxy lacks key disclosures, such as performance targets, the CEO's target opportunity, or per-metric weightings. The redesigned LTI program also raises structural and disclosure concerns. Half of performance awards are primarily earned based on relative TSR metrics that target merely the median, and the remaining half are primarily earned based on annual operational goals for which forward-looking targets are not entirely disclosed. Concerns over the use of an annual measurement period are not substantially mitigated by the existence of a three-year modifier, as the modifier may only reduce awards by up to 30 percent.</i>	Mgmt	For	Against	Against

# Merck & Co., Inc.

Meeting Date: 05/24/2022

Country: USA

Ticker: MRK

Record Date: 03/25/2022

Meeting Type: Annual

Primary Security ID: 58933Y105

Shares Voted: 27,295

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Douglas M. Baker, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Mary Ellen Coe	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Pamela J. Craig	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Robert M. Davis	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Kenneth C. Frazier	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Thomas H. Glocer	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Risa J. Lavizzo-Mourey	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Stephen L. Mayo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Paul B. Rothman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Patricia F. Russo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Christine E. Seidman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1l	Elect Director Inge G. Thulin	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1m	Elect Director Kathy J. Warden	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1n	Elect Director Peter C. Wendell	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial measures and the majority of equity awards were performance based and utilized a multi-year measurement period.</i>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Require Independent Board Chair <i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>	SH	Against	For	For
5	Report on Access to COVID-19 Products <i>Voting Policy Rationale: A vote FOR this proposal is warranted, as reporting on whether and how public funding would impact the company's pricing and access plans would allow shareholders to better assess the company's management of related risks if its treatments get approved.</i>	SH	Against	For	For
6	Report on Lobbying Payments and Policy <i>Voting Policy Rationale: A vote FOR this proposal is warranted as a more comprehensive disclosure of the company's lobbying-related oversight mechanisms and trade association payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>	SH	Against	For	For

## Chevron Corporation

Meeting Date: 05/25/2022

Country: USA

Ticker: CVX

Record Date: 03/28/2022

Meeting Type: Annual

Primary Security ID: 166764100

Shares Voted: 3,164

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Wanda M. Austin <i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>	Mgmt	For	For	For
1b	Elect Director John B. Frank <i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>	Mgmt	For	For	For
1c	Elect Director Alice P. Gast <i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>	Mgmt	For	For	For
1d	Elect Director Enrique Hernandez, Jr. <i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1e	Elect Director Marillyn A. Hewson	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
1f	Elect Director Jon M. Huntsman Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
1g	Elect Director Charles W. Moorman	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
1h	Elect Director Dambisa F. Moyo	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
1i	Elect Director Debra Reed-Klages	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
1j	Elect Director Ronald D. Sugar	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
1k	Elect Director D. James Umpleby, III	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	Elect Director Michael K. Wirth	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST Chair and CEO Michael Wirth, Lead Director Ronald Sugar, and Public Policy and Sustainability Committee Chair Enrique (Rick) Hernandez Jr. are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Concerns are also raised with respect to the re-election of the Public Policy and Sustainability Committee members, Enrique (Rick) Hernandez Jr., Alice Gast, Jon Huntsman, Jr., and D. James Umpleby III because the company has only been partially responsive to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted at this time.</i>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. A pay-for-performance misalignment persisted for the year under review and sufficient mitigating factors were not identified. Annual incentive payouts are heavily impacted by individual performance factors, for which the committee provides limited disclosure of the considerations made when determining payouts. In addition, while the company added certain targets to the annual incentive plan scorecard, threshold and maximum goals are lacking, and disclosure of qualitative goals and achievements is also limited. Lack of such disclosure limits transparency into the pay-for-performance alignment of the program, impeding investors' ability to assess payouts and goal rigor from year to year. Lastly, in the LTI program, performance for the new ROCE metric targets merely the median of peers and, as the peer group is relatively small, a portion of the award will vest for any performance level that is not the bottom of the peer group. The TSR-based performance awards also continue to allow for above-target vesting for negative returns.</i>				
4	Approve Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				
5	Adopt Medium and Long-Term GHG Emissions Reduction Targets	SH	Against	For	For
	<i>Voting 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>				
6	Issue Audited Net-Zero Scenario Analysis Report	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because shareholders would benefit from greater disclosure about the company's risk of stranded assets, given its planned spending plan and business strategy</i>				
7	Oversee and Report on Reliability of Methane Emission Disclosures	SH	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted, because direct measurements of methane emissions often produce larger estimates than calculations of methane emissions.</i>				
8	Report on Business with Conflict-Complicit Governments	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, shareholders would benefit from additional information on the assessment of adopting a policy of not doing business with governments that are complicit in genocide and/or crimes against humanity and how the company is evaluating and managing related operational risks that have the potential to negatively affect shareholder value.</i>				
9	Oversee and Report a Racial Equity Audit	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, because a racial equity audit would shareholders better evaluate the company's management of potential racial equity or human rights concerns, including from pollution or GHG emissions, that are associated with its operations.</i>				
10	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Lowering the threshold to call a special meeting and removing the agenda item restrictions would enhance the current shareholder right to call special meetings.</i>				

Meeting Date: 05/25/2022

Country: United Kingdom

Ticker: MNG

Record Date: 05/23/2022

Meeting Type: Annual

Primary Security ID: G6107R102

Shares Voted: 83,404

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this item is considered warranted, although it is not without concern because: * There are concerns with the robustness of financial metrics in the context of the Company's modest performance in FY2021. The main reason for support is: * The targets were set in line with market forecasts at the onset of the performance period, taking into account the anticipated higher investment costs in FY2021; and * The Company's decision not to apply upward discretion on profit targets linked to FY2019 LTIP awards resulted in lower value on vesting.</i>				
3	Elect Edward Braham as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
4	Elect Kathryn McLeland as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
5	Elect Debasish Sanyal as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
6	Re-elect John Foley as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
7	Re-elect Clive Adamson as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
8	Re-elect Clare Chapman as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
9	Re-elect Fiona Clutterbuck as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
10	Re-elect Clare Thompson as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
11	Re-elect Massimo Tosato as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.</i>				
12	Appoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is considered warranted at this time.</i>				
13	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>				
14	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting 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>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Approve Climate Transition Plan and Climate-Related Financial Disclosure	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this item is warranted given the apparent gaps in the company's climate reporting and lack of science-based target setting. The Scope 3 emissions are not disclosed in their entirety, which limits full analysis of the targets and there are no short- and long-term targets available for most of GHG emissions category.</i>				
16	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
17	Authorise Issue of Equity in Connection with the Issue of Mandatory Convertible Securities	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted, although this is not without concern for shareholders: * If the Company were to issue Mandatory 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 are common proposals at UK banks and are 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>				
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting 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 the Issue of Mandatory Convertible Securities	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted, although this is not without concern for shareholders: * If the Company were to issue Mandatory 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 are common proposals at UK banks and are 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>				
20	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

## Publicis Groupe SA

Meeting Date: 05/25/2022

Country: France

Ticker: PUB

Record Date: 05/23/2022

Meeting Type: Annual/Special

Primary Security ID: F7607Z165

Shares Voted: 7,294

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 2.40 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted in the absence of any specific concerns.</i>				
4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the information disclosed in the auditors' special report does not raise any concerns.</i>				
5	Reelect Elisabeth Badinter as Supervisory Board Member	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of this independent nominee is warranted in the absence of specific concerns (Item 6). A vote FOR the reelection of this non-independent nominee is warranted given the satisfactory level of board independence (including all board members: 46.2 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 54.5 percent vs 50 percent recommended) and the absence of specific concerns (Item 5).</i>				
6	Elect Tidjane Thiam as Supervisory Board Member	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the election of this independent nominee is warranted in the absence of specific concerns (Item 6). A vote FOR the reelection of this non-independent nominee is warranted given the satisfactory level of board independence (including all board members: 46.2 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 54.5 percent vs 50 percent recommended) and the absence of specific concerns (Item 5).</i>				
7	Approve Remuneration Policy of Chairman of Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration policies are warranted because they do not raise any significant concern.</i>				
8	Approve Remuneration Policy of Supervisory Board Members	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR these remuneration policies are warranted because they do not raise any significant concern.</i>				
9	Approve Remuneration Policy of Chairman of Management Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted but is not without concerns as : * The company proposes a substantial increases of the remuneration package . * Severance agreements raise concerns over potential risk of pay-for-failure. * The remuneration policy includes the possibility to grant stock options, but no features are provided. Main reason for support are: * The proposed increase in base salary is justified thought a developed rationale explaining its alignments with peers and employees. * The company suspended the implementation of a new pension scheme for which the rationale was very limited. * The grant of stock options is not a current practice and is not part of the developments on individual policies.</i>				
10	Approve Remuneration Policy of Management Board Members	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted but is not without concerns as: * Despite the level of dissent received (Maurice Lévy compensation report and policy) at last AGM, and the latter's request to reduce his package, the Supervisory Board rejected his request. This is considered as a lack of responsiveness.</i>				
12	Approve Compensation of Maurice Levy, Chairman Supervisory Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
13	Approve Compensation of Arthur Sadoun, Chairman of Management Board	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted but is not without concerns as: * The supervisory board restated the EPS criterion of the bonus (EUR 100,000) for the mechanical effect linked to the share buyback programs of peers. Main reason for support is: * The justification of this use of discretion is deemed compelling.</i>				
14	Approve Compensation of Anne-Gabrielle Heilbronner, Management Board Member	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
15	Approve Compensation of Steve King, Management Board Member	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
16	Approve Compensation of Michel-Alain Proch, Management Board Member	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted because it does not raise any significant concern.</i>				
17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
	Extraordinary Business	Mgmt			
18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 30 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>				
19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 9 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>				
20	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 9 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>				
21	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under 18-20	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>				
22	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>				

## Publicis Groupe SA

## Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
23	Authorize Capitalization of Reserves of Up to EUR 30 Million for Bonus Issue or Increase in Par Value  <i>Voting Policy Rationale: A vote FOR is warranted since this potential transfer of wealth is in shareholders' interests.</i>	Mgmt	For	For	For
24	Authorize Capital Increase of Up to EUR 9 Million for Future Exchange Offers  <i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>	Mgmt	For	For	For
25	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind  <i>Voting Policy Rationale: * Votes FOR are warranted as the authorizations are in line with recommended guidelines.</i>	Mgmt	For	For	For
26	Authorize up to 3 Percent of Issued Capital for Use in Stock Option Plans  <i>Voting Policy Rationale: A vote FOR is warranted but is not without concerns as the performance conditions are not disclosed. Main reason for support is that executives does not benefit of such plan in 2022.</i>	Mgmt	For	For	For
27	Authorize Capital Issuances for Use in Employee Stock Purchase Plans  <i>Voting Policy Rationale: A vote FOR is warranted in the absence of any specific concerns.</i>	Mgmt	For	For	For
28	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries  <i>Voting Policy Rationale: A vote FOR is warranted in the absence of any specific concerns.</i>	Mgmt	For	For	For
29	Amend Article 18 of Bylaws Re: Alternate Auditors  <i>Voting Policy Rationale: These proposals merit votes FOR as they adopt legal changes and are deemed non-contentious;</i>	Mgmt	For	For	For
30	Amend Article 7 of Bylaws To Comply with Legal Changes  <i>Voting Policy Rationale: These proposals merit votes FOR as they adopt legal changes and are deemed non-contentious;</i>	Mgmt	For	For	For
	Ordinary Business	Mgmt			
31	Authorize Filing of Required Documents/Other Formalities  <i>Voting Policy Rationale: A vote FOR this routine item is warranted.</i>	Mgmt	For	For	For

## TotalEnergies SE

**Meeting Date:** 05/25/2022

**Country:** France

**Ticker:** TTE

**Record Date:** 05/23/2022

**Meeting Type:** Annual/Special

**Primary Security ID:** F92124100

**Shares Voted:** 14,210

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.</i>				
3	Approve Allocation of Income and Dividends of EUR 2.64 per Share	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>				
4	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: Such share buyback programs merit a vote FOR.</i>				
5	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because the company provided compelling explanations for transactions entered into or carried out during the year under review.</i>				
6	Reelect Lise Croteau as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i>				
7	Reelect Maria van der Hoeven as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i>				
8	Reelect Jean Lemierre as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, 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	Voting Policy Rec	Vote Instruction
9	Elect Emma De Jonge as Representative of Employee Shareholders to the Board	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i></p>				
A	Elect Marina Delendik as Representative of Employee Shareholders to the Board	Mgmt	Against	Against	Against
	<p><i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i></p>				
B	Elect Alexandre Garrot as Representative of Employee Shareholders to the Board	Mgmt	Against	Against	Against
	<p><i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i></p>				
C	Elect Agueda Marin as Representative of Employee Shareholders to the Board	Mgmt	Against	Against	Against
	<p><i>Voting Policy Rationale: Concerns are raised with respect to the elections under Items 6-8 as the Board decided not to include a draft shareholder resolution in the agenda with a limited rationale. A vote FOR the election of Emma de Jonge is warranted (Item 9), as the candidate is supported by the board and represents a larger share of capital. Therefore, votes AGAINST Items A, B and C are warranted. 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 Lise Croteau, Jean Lemierre, and Maria van der Hoeven are warranted for the following reasons: * Given that board chair, 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, with the exception of new nominees Emma De Jonge, should be held accountable for poor board and management oversight of ESG risk exposures at the firm.</i></p>				
10	Approve Compensation Report of Corporate Officers	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR this remuneration report is warranted, although the following concerns are raised: * The scope of employees underlying the methodology of the CEO pay ratio remains below the recommended scope by the Arep-Medef code. * The company provides a limited response following shareholders' dissent under Item 13 regarding the chair/CEO's remuneration policy at the previous AGM. The main reasons for support are: * The board provided a response following the shareholders' dissent under the chair/CEO's remuneration policy proposed at the previous AGM. The company gave some feedback about how they answered to shareholders' concern and amend the s chair/CEO's remuneration policy. * The absence of any significant concern.</i></p>				
11	Approve Remuneration Policy of Directors	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted because it does not raise any significant concern.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12	Approve Compensation of Patrick Pouyanne, Chairman and CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration report is warranted, although the following concern is raised: * Under the 2021 LTIP, the overachievement of the relative TSR and net cash flow-based criteria over one year can offset the underperformance of other years. The main reasons for support are: * The improvement of the company's disclosure regarding the previous LTI plans. * The absence of any significant concern.</i>				
13	Approve Remuneration Policy of Chairman and CEO	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this remuneration policy is warranted, although the following concerns are raised: * The bonus structure would allow a compensation effect between financial parameters in the event of exceptional performance. * The board could maintain the right to acquire performance shares after the departure of the beneficiary within the company; and * The golden hello could represent more than the advantages lost upon leaving prior employment, for particular reasons, within the limits of the exceptional circumstances which remain undisclosed. * The exceptional remuneration is forbidden unless in the event of exceptional circumstances which remain undisclosed. The main reason for support is the absence of any other significant concern.</i>				
14	Renew Appointment of Ernst & Young Audit as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
15	Appoint Cabinet PricewaterhouseCoopers Audit as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR are warranted because there are no concerns regarding these proposals.</i>				
16	Approve Company's Sustainability and Climate Transition Plan	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this item is warranted. Considering announced increased productions and new production sites, the partial disclosure, and the absence of clear absolute scope 3 reduction targets do not allow proper assessment as to whether the company's plan is robust enough to be in line with its Net Zero ambition by 2050 in line with Paris goal. Additionally, the company has acknowledged that its current targets are not science-based.</i>				
	Extraordinary Business	Mgmt			
17	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights and/or Capitalization of Reserves for Bonus Issue or Increase in Par Value, up to Aggregate Nominal Amount of EUR 2.5 Billion	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the authorizations under Items 17-21 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights.</i>				
18	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 650 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the authorizations under Items 17-21 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights.</i>				
19	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 650 Million	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the authorizations under Items 17-21 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights.</i>				
20	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 18 and 19	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes FOR the authorizations under Items 17-21 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
21	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind  <i>Voting Policy Rationale: Votes FOR the authorizations under Items 17-21 are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights.</i>	Mgmt	For	For	For
22	Authorize Capital Issuances for Use in Employee Stock Purchase Plans  <i>Voting Policy Rationale: A vote FOR the employee stock purchase plans is warranted as its proposed volume respects the recommended guidelines.</i>	Mgmt	For	For	For
23	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares  <i>Voting Policy Rationale: A vote FOR this item is warranted as such share capital reductions are favorable to shareholders.</i>	Mgmt	For	For	For

## Legal & General Group Plc

**Meeting Date:** 05/26/2022

**Country:** United Kingdom

**Ticker:** LGEN

**Record Date:** 05/24/2022

**Meeting Type:** Annual

**Primary Security ID:** G54404127

**Shares Voted:** 112,442

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports  <i>Voting 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>	Mgmt	For	For	For
2	Approve Final Dividend  <i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>	Mgmt	For	For	For
3	Elect Laura Wade-Gery as Director  <i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i>	Mgmt	For	For	For
4	Re-elect Henrietta Baldock as Director  <i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i>	Mgmt	For	For	For
5	Re-elect Nilufer Von Bismarck as Director  <i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Re-elect Philip Broadley as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
7	Re-elect Jeff Davies as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
8	Re-elect Sir John Kingman as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
9	Re-elect Lesley Knox as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
10	Re-elect George Lewis as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
11	Re-elect Ric Lewis as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
12	Re-elect Sir Nigel Wilson as Director	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: Items 3-8 &amp; 10-12 A vote FOR these directors is considered warranted, as no material concerns have been identified. Item 9 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. The main reason for support is: * The events at Thomas Cook remain under investigation. Qualified support is warranted at this time.</i></p>				
13	Reappoint KPMG LLP as Auditors	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR this resolution is considered warranted at this time.</i></p>				
14	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i></p>				
15	Approve Remuneration Report	Mgmt	For	For	For
	<p><i>Voting Policy Rationale: A vote FOR this item is considered warranted, although it is not without concern because: * The CFO received a 7.1% increase in salary for 2022, against a general workforce increase of 5%. However, support is warranted because: * No other material concerns have been identified.</i></p>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
17	Authorise Issue of Equity in Connection with the Issue of Contingent Convertible Securities	Mgmt	For	For	For
	<i>Voting 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 are common proposals at UK insurance companies and are intended to apply in extreme circumstances only; and * The conversion into ordinary shares would require the Solvency II ratio to fall to a level which would denote significant capital weakness well beyond the Company's current position and minimum regulatory requirements</i>				
18	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because the Company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.</i>				
19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with the Issue of Contingent Convertible Securities	Mgmt	For	For	For
	<i>Voting 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 are common proposals at UK insurance companies and are intended to apply in extreme circumstances only; and * The conversion into ordinary shares would require the Solvency II ratio to fall to a level which would denote significant capital weakness well beyond the Company's current position and minimum regulatory requirements</i>				
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

Morgan Stanley

Meeting Date: 05/26/2022

Country: USA

Ticker: MS

Record Date: 03/28/2022

Meeting Type: Annual

Primary Security ID: 617446448

Shares Voted: 3,741

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Alistair Darling	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Thomas H. Glocer	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director James P. Gorman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Robert H. Herz	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Erika H. James	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Hironori Kamezawa	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Shelley B. Leibowitz	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Stephen J. Luczo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Jami Miscik	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Masato Miyachi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Dennis M. Nally	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1l	Elect Director Mary L. Schapiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1m	Elect Director Perry M. Traquina	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1n	Elect Director Rayford Wilkins, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: Although guided by performance assessments, total NEO pay is ultimately discretionarily determined by the committee, which continues to raise some concern. Investors increasingly prefer a more formulaic structure for determining annual incentives, which emphasizes objective and transparent determinations through the use of quantified target goals and per-metric weightings. However, discretionary determinations have not resulted in a quantitative pay-for-performance misalignment for the year in review. In addition, the increase in CEO performance year pay is directionally aligned with strong financial and TSR performance, and key metrics assessed were consistent year-over-year. Further, although the relative TSR metric in the LTI program targets merely the median, the committee increased the weighting of the CEO's performance shares to 80 percent of total equity awards, which are earned based on clearly disclosed multi-year goals. On balance, a vote FOR this proposal is warranted, but with caution. Continued close monitoring of discretionary determinations and outcomes is warranted, as the pay program's reliance on discretion may be questioned should CEO pay and company performance demonstrate a misalignment going forward.</i>				
4	Adopt Fossil Fuel Lending and Underwriting Policy Consistent with IEA's Net Zero 2050 Scenario	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted, due to the company's disclosure of climate-related risks and current commitments to a low-carbon economy.</i>				

## Seven & i Holdings Co., Ltd.

Meeting Date: 05/26/2022 Country: Japan Ticker: 3382  
Record Date: 02/28/2022 Meeting Type: Annual  
Primary Security ID: J7165H108

Shares Voted: 2,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 52	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Isaka, Ryuichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Goto, Katsuhiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Ito, Junro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Maruyama, Yoshimichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Nagamatsu, Fumihiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.6	Elect Director Joseph M. DePinto	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Ito, Kunio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Yonemura, Toshiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Higashi, Tetsuro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Izawa, Yoshiyuki	Mgmt	For	For	For
	<i>Voting 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>				
3.11	Elect Director Yamada, Meyumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Jenifer Simms Rogers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.13	Elect Director Paul Yonamine	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.14	Elect Director Stephen Hayes Dacus	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.15	Elect Director Elizabeth Miin Meyerdirk	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.1	Appoint Statutory Auditor Teshima, Nobutomo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.2	Appoint Statutory Auditor Hara, Kazuhiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.3	Appoint Statutory Auditor Inamasu, Mitsuko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
5	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For	For
	<i>Voting 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>				

## The Interpublic Group of Companies, Inc.

Meeting Date: 05/26/2022

Country: USA

Ticker: IPG

Record Date: 04/01/2022

Meeting Type: Annual

Primary Security ID: 460690100

Shares Voted: 47,002

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Jocelyn Carter-Miller	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Mary J. Steele Guilfoile	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Dawn Hudson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Philippe Krakowsky	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Jonathan F. Miller	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Patrick Q. Moore	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Linda S. Sanford	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director David M. Thomas	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director E. Lee Wyatt, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this proposal as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily based on pre-set corporate goals, although some concern exists about the partial disclosure surrounding goals and supplemental awards to NEOs.</i>				
4	Require Independent Board Chair	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>				

## Coca-Cola Europacific Partners plc

Meeting Date: 05/27/2022

Country: United Kingdom

Ticker: CCEP

Record Date: 05/25/2022

Meeting Type: Annual

Primary Security ID: G25839104

Shares Voted: 11,249

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the Company's routine submission of the Directors' report and financial statements is warranted because no significant concerns have been identified.</i>				
2	Approve Remuneration Report	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted because: * The Remuneration Committee exercised discretion by determining a vesting level of 45 percent of maximum for FY2019 LTIP awards despite a formulaic outcome of zero. This use of discretion is not in line with UK best practice.</i>				
3	Re-elect Manolo Arroyo as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
4	Re-elect Jan Bennink as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
5	Re-elect John Bryant as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
6	Re-elect Jose Ignacio Comenge as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
7	Re-elect Christine Cross as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
8	Re-elect Damian Gammell as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
9	Re-elect Nathalie Gaveau as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Re-elect Alvaro Gomez-Trenor Aguilar as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
11	Re-elect Thomas Johnson as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
12	Re-elect Dagmar Kollmann as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
13	Re-elect Alfonso Libano Daurella as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
14	Re-elect Mark Price as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
15	Re-elect Mario Rotllant Sola as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
16	Re-elect Brian Smith as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
17	Re-elect Dessi Temperley as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
18	Re-elect Garry Watts as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Votes AGAINST incumbent Nominating Committee chair Thomas (Tom) Johnson are warranted for lack of diversity on the board. A vote AGAINST the re-election of Manolo Arroyo and Mario Rotllant Solá is warranted because: * Potential independence issues have been identified and they currently sit on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendation for a company of this size. A vote FOR the remaining director nominees is warranted at this time.</i>				
19	Reappoint Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>				
20	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>				
21	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting 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>				
22	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
23	Approve Waiver of Rule 9 of the Takeover Code	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: All Rule 9 waivers are deemed contentious as institutional investors are concerned about the risk of creeping control. In light of this guidance, a vote AGAINST this proposal is warranted.</i>				
24	Approve Employee Share Purchase Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted as no significant concerns have been identified.</i>				
25	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
26	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>				
27	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>				
28	Authorise Off-Market Purchase of Ordinary Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i>				
29	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				

# Comcast Corporation

# Sun Life KBI Global Dividend Private Pool

Meeting Date: 06/01/2022

Country: USA

Ticker: CMCSA

Record Date: 04/04/2022

Meeting Type: Annual

Primary Security ID: 20030N101

Shares Voted: 7,576

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Kenneth J. Bacon	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Madeline S. Bell	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Edward D. Breen	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Gerald L. Hassell	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Jeffrey A. Honickman	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Maritza G. Montiel	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Asuka Nakahara	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director David C. Novak	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Brian L. Roberts	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Although some concerns are noted, annual incentives are largely based on pre-set financial measures, and the majority of equity awards were performance based and utilized a multi-year measurement period.</i>				
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
4	Report on Charitable Contributions	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>				
5	Oversee and Report a Racial Equity Audit	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would strengthen the company's commitment towards addressing diversity, equity, and inclusion efforts in its business operations and ventures. In addition, it would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.</i>				
6	Report on Omitting Viewpoint and Ideology from EEO Policy	SH	Against	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company appears to be taking appropriate steps to protect itself against risks related to discrimination based on political ideology or viewpoint.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Conduct Audit and Report on Effectiveness of Sexual Harassment Policies	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as additional information on the company's evaluation of risks associated with potential failures of its sexual harassment policies could help shareholders better assess the company's management of related risks.</i>				
8	Report on Retirement Plan Options Aligned with Company Climate Goals	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company may not be responsible for its employees' investment decisions, 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>				

## Henderson Land Development Company Limited

**Meeting Date:** 06/01/2022      **Country:** Hong Kong      **Ticker:** 12  
**Record Date:** 05/26/2022      **Meeting Type:** Annual  
**Primary Security ID:** Y31476107

Shares Voted: 37,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.</i>				
3.1	Elect Kwok Ping Ho as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Gordon Kwong Che-Keung is warranted for serving on more than six public company boards. A vote FOR the other nominees is warranted.</i>				
3.2	Elect Wong Ho Ming, Augustine as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Gordon Kwong Che-Keung is warranted for serving on more than six public company boards. A vote FOR the other nominees is warranted.</i>				
3.3	Elect Kwong Che Keung, Gordon as Director	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST Gordon Kwong Che-Keung is warranted for serving on more than six public company boards. A vote FOR the other nominees is warranted.</i>				
3.4	Elect Wu King Cheong as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Gordon Kwong Che-Keung is warranted for serving on more than six public company boards. A vote FOR the other nominees is warranted.</i>				
3.5	Elect Au Siu Kee, Alexander as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote AGAINST Gordon Kwong Che-Keung is warranted for serving on more than six public company boards. A vote FOR the other nominees is warranted.</i>				
4	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	<i>Voting 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>				

# Henderson Land Development Company Limited

Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5A	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
	<i>Voting 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	Against
	<i>Voting 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. * The company has not specified the discount limit.</i>				
5C	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
	<i>Voting 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. * The company has not specified the discount limit.</i>				

# Trane Technologies Plc

**Meeting Date:** 06/02/2022

**Country:** Ireland

**Ticker:** TT

**Record Date:** 04/08/2022

**Meeting Type:** Annual

**Primary Security ID:** G8994E103

Shares Voted: 8,518

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Kirk E. Arnold	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Ann C. Berzin	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director April Miller Boise	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director John Bruton	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Jared L. Cohon	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Gary D. Forsee	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Linda P. Hudson	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Myles P. Lee	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director David S. Regnery	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director John P. Surma	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

# Trane Technologies Plc

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1k	Elect Director Tony L. White  <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation  <i>Voting Policy Rationale: A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The new CEO's one-time promotional equity award is half performance conditioned, regular equity grants remain half performance conditioned, and annual incentives remain based primarily on financial performance metrics. Nevertheless, shareholders would benefit from increased disclosure regarding the performance objectives utilized under the individual performance and ESG modifiers for the annual incentive plan, as well as more rigorous relative metrics under the long-term incentive plan, as current metrics target mere median performance.</i>	Mgmt	For	For	For
3	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration  <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
4	Authorize Issue of Equity  <i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>	Mgmt	For	For	For
5	Authorize Issue of Equity without Pre-emptive Rights  <i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i>	Mgmt	For	For	For
6	Authorize Reissuance of Repurchased Shares  <i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i>	Mgmt	For	For	For

## OMV AG

**Meeting Date:** 06/03/2022      **Country:** Austria      **Ticker:** OMV  
**Record Date:** 05/24/2022      **Meeting Type:** Annual  
**Primary Security ID:** A51460110

Shares Voted: 8,433

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal Year 2021 (Non-Voting)  <i>Voting Policy Rationale: This is a non-voting item.</i>	Mgmt			
2	Approve Allocation of Income and Dividends of EUR 2.30 per Share  <i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>	Mgmt	For	For	For
3	Approve Discharge of Management Board for Fiscal Year 2021  <i>Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>	Mgmt	For	For	For
4	Approve Discharge of Supervisory Board for Fiscal Year 2021  <i>Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Remuneration of Supervisory Board Members  <i>Voting Policy Rationale: A vote FOR this resolution is warranted because there is no evidence of excessiveness on the part of OMV's board in the past.</i>	Mgmt	For	For	For
6	Ratify Ernst & Young as Auditors for Fiscal Year 2022  <i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>	Mgmt	For	For	For
7	Approve Remuneration Report  <i>Voting Policy Rationale: A vote FOR the remuneration report is warranted because the company's remuneration practices are in line with market practice and appear to provide a good pay-for-performance alignment.</i>	Mgmt	For	For	For
8	Approve Remuneration Policy  <i>Voting Policy Rationale: A vote FOR this resolution is warranted because the company's remuneration system for management board members is broadly in line with best practice standards in Austria.</i>	Mgmt	For	For	For
9.1	Approve Long Term Incentive Plan 2022 for Key Employees  <i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>	Mgmt	For	For	For
9.2	Approve Equity Deferral Plan  <i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity deferral plan are not problematic.</i>	Mgmt	For	For	For
10.1	Elect Edith Hlawati as Supervisory Board Member  <i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>	Mgmt	For	For	For
10.2	Elect Elisabeth Stadler as Supervisory Board Member  <i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>	Mgmt	For	For	For
10.3	Elect Robert Stajic as Supervisory Board Member  <i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>	Mgmt	For	For	For
10.4	Elect Jean-Baptiste Renard as Supervisory Board Member  <i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>	Mgmt	For	For	For
10.5	Elect Stefan Doboczky as Supervisory Board Member  <i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>	Mgmt	For	For	For
10.6	Elect Gertrude Tumpel-Gugerell as Supervisory Board Member  <i>Voting Policy Rationale: Votes FOR the proposed nominees are warranted.</i>	Mgmt	For	For	For
11.1	New/Amended Proposals from Management and Supervisory Board  <i>Voting Policy Rationale: Votes AGAINST these items are warranted because: * These items concern additional instructions from the shareholder to the proxy in case new or amended voting items are introduced at the meeting by shareholders (Item 11.2) or the management and/or supervisory boards (Item 11.1); and * The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against these items on a precautionary basis</i>	Mgmt	None	Against	Against
11.2	New/Amended Proposals from Shareholders  <i>Voting Policy Rationale: Votes AGAINST these items are warranted because: * These items concern additional instructions from the shareholder to the proxy in case new or amended voting items are introduced at the meeting by shareholders (Item 11.2) or the management and/or supervisory boards (Item 11.1); and * The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against these items on a precautionary basis</i>	Mgmt	None	Against	Against

# Devon Energy Corporation

## Sun Life KBI Global Dividend Private Pool

Meeting Date: 06/08/2022

Country: USA

Ticker: DVN

Record Date: 04/11/2022

Meeting Type: Annual

Primary Security ID: 25179M103

Shares Voted: 11,315

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Barbara M. Baumann	Mgmt	For	Withhold	Withhold
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.2	Elect Director John E. Bethancourt	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.3	Elect Director Ann G. Fox	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.4	Elect Director David A. Hager	Mgmt	For	Withhold	Withhold
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.5	Elect Director Kelt Kindick	Mgmt	For	Withhold	Withhold
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.6	Elect Director John Krenicki, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.7	Elect Director Karl F. Kurz	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.8	Elect Director Robert A. Mosbacher, Jr.	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.9	Elect Director Richard E. Muncrief	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				

# Devon Energy Corporation

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.10	Elect Director Duane C. Radtke	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
1.11	Elect Director Valerie M. Williams	Mgmt	For	For	For
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for Board Chair David Hager, Lead Independent Director Kelt Kindick, and Governance, Environmental, and Public Policy Committee Chair Barbara Baumann as a signal to the board that stronger independent oversight and board management of climate-related risks at the company are necessary. Votes FOR the remaining director nominees are warranted at this time.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain relating to the rigor of relative TSR for the distribution of performance shares under the long-term incentive plan, as TSR targets median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and equity awards are chiefly performance based.</i>				
4	Approve Omnibus Stock Plan	Mgmt	For	For	For
	<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>				

## Hasbro, Inc.

**Meeting Date:** 06/08/2022      **Country:** USA      **Ticker:** HAS  
**Record Date:** 04/12/2022      **Meeting Type:** Proxy Contest  
**Primary Security ID:** 418056107

Shares Voted: 3,029

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Management Proxy (White Proxy Card)	Mgmt			
1.1	Elect Director Kenneth A. Bronfin	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.2	Elect Director Michael R. Burns	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.3	Elect Director Hope F. Cochran	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.4	Elect Director Christian P. Cocks	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.5	Elect Director Lisa Gersh	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.6	Elect Director Elizabeth Hamren	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.7	Elect Director Blake Jorgensen	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.8	Elect Director Tracy A. Leinbach	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.9	Elect Director Edward M. Philip	Mgmt	For	Withhold	Withhold
	<i>Voting Policy Rationale: WITHHOLD votes for incumbent director Edward Philip.</i>				
1.10	Elect Director Laurel J. Richie	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.11	Elect Director Richard S. Stoddart	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.12	Elect Director Mary Beth West	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
1.13	Elect Director Linda Zecher Higgins	Mgmt	For	For	For
	<i>Voting Policy Rationale: At the current juncture, although there is a limited case for change, the downside risk of all three dissident nominees getting elected outweighs the upside of potentially strengthening the capital allocation expertise with one replacement. Given these considerations, withholding on the longest-tenured director would serve as a way for shareholders to signal their displeasure with the pace of refreshment and possibly add weight to the new voices on the board. As such, shareholders are recommended to WITHHOLD votes for incumbent director Edward Philip on the management card. Support FOR the remaining management nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned and no problematic pay practices are identified. Annual incentives are determined primarily based on objective financial performance, and the company has disclosed that it will return to granting equity awards 50 percent in performance shares for 2022.</i>				
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				
	Dissident Proxy (Gold Proxy Card)	Mgmt			
1.1	Elect Director Marcelo Fischer	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.2	Management Nominee Kenneth A. Bronfin	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.3	Management Nominee Michael R. Burns	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.4	Management Nominee Hope F. Cochran	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.5	Management Nominee Christian P. Cocks	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.6	Management Nominee Lisa Gersh	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.7	Management Nominee Elizabeth Hamren	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.8	Management Nominee Blake Jorgensen	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.9	Management Nominee Tracy A. Leinbach	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.10	Management Nominee Laurel J. Richie	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.11	Management Nominee Richard S. Stoddart	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.12	Management Nominee Mary Beth West	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
1.13	Management Nominee Linda Zecher Higgins	SH	For	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Against	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				
3	Ratify KPMG LLP as Auditors	Mgmt	None	Do Not Vote	Do Not Vote
	<i>Voting Policy Rationale: DO NOT VOTE on this card.</i>				

**Hydro One Limited**

Meeting Date: 06/08/2022

Country: Canada

Ticker: H

Record Date: 04/12/2022

Meeting Type: Annual

Primary Security ID: 448811208

Shares Voted: 16,185

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1A	Elect Director Cherie Brant	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1B	Elect Director Blair Cowper-Smith	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1C	Elect Director David Hay	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				

# Hydro One Limited

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1D	Elect Director Timothy Hodgson	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1E	Elect Director Mark Podlasly	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1F	Elect Director Stacey Mowbray	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1G	Elect Director Mark Poweska	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1H	Elect Director Russel Robertson	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1I	Elect Director William Sheffield	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1J	Elect Director Melissa Sonberg	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
1K	Elect Director Susan Wolburgh Jenah	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>				
2	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR the ratification of KPMG LLP as auditor as non-audit fees (1 percent) were reasonable relative to total fees paid to the auditor.</i>				
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For	For
	<i>Voting Policy Rationale: Vote FOR this non-binding advisory vote as there are no significant issues at this time.</i>				

# Best Buy Co., Inc.

Meeting Date: 06/09/2022

Country: USA

Ticker: BBY

Record Date: 04/11/2022

Meeting Type: Annual

Primary Security ID: 086516101

Shares Voted: 18,086

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Corie S. Barry	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Lisa M. Caputo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director J. Patrick Doyle	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>				

# Best Buy Co., Inc.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1d	Elect Director David W. Kenny <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1e	Elect Director Mario J. Marte <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1f	Elect Director Karen A. McLoughlin <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1g	Elect Director Thomas L. "Tommy" Millner <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1h	Elect Director Claudia F. Munce <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1i	Elect Director Richelle P. Parham <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1j	Elect Director Steven E. Rendle <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
1k	Elect Director Eugene A. Woods <i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>	Mgmt	For	For	For
2	Ratify Deloitte & Touche LLP as Auditors <i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation <i>Voting Policy Rationale: Although there are structural concerns with the LTI design, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.</i>	Mgmt	For	For	For

## Iberdrola SA

**Meeting Date:** 06/16/2022

**Country:** Spain

**Ticker:** IBE

**Record Date:** 06/10/2022

**Meeting Type:** Annual

**Primary Security ID:** E6165F166

Shares Voted: 58,749

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Non-Financial Information Statement	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of specific concern about the non-financial information reported by the company.</i>				
4	Approve Discharge of Board	Mgmt	For	For	For
	<i>Voting 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 during fiscal year under review. However, the legal investigation on the incumbent chair/CEO and former company officers in relation to the company's receiving allegedly illegal services from Cenyt and its impacts on the company's reputation and business is a cause for concern.</i>				
5	Renew Appointment of KPMG Auditores as Auditor	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>				
6	Amend Preamble and Article 7 Re: Company's Purpose, Values and Social Dividend	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted, as the proposed amendments to the company's articles of association and general meeting regulations prove uncontroversial.</i>				
7	Amend Article 16 Re: Engagement Dividend	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted, as the proposed amendments to the company's articles of association and general meeting regulations prove uncontroversial.</i>				
8	Amend Article 11 of General Meeting Regulations Re: Engagement Dividend	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR these items is warranted, as the proposed amendments to the company's articles of association and general meeting regulations prove uncontroversial.</i>				
9	Approve Engagement Dividend	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted, as the proposal to pay out an "engagement dividend" to all shareholders, subject to certain conditions, brings the company in line with the principle of "one share – one vote – one dividend".</i>				
10	Approve Allocation of Income and Dividends	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</i>				
11	Approve Scrip Dividends	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed scrip dividends have a cash option attached while it does not jeopardize the company's financial position.</i>				
12	Approve Scrip Dividends	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed scrip dividends have a cash option attached while it does not jeopardize the company's financial position.</i>				
13	Approve Reduction in Share Capital via Amortization of Treasury Shares	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposed capital reduction and ratification of share repurchase program is warranted in the absence of concerns over the terms of the transactions and because it allows the company to mitigate the dilutive effect of scrip dividends on earnings per share.</i>				
14	Advisory Vote on Remuneration Report	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted, although this is not without the following concerns: * This year's chair/CEO remuneration of EUR 13.20 million, the highest in the marketplace, stands relatively high in comparison with domestic and European industry peers. * Martinez Corcoles stepped down as executive director in November 2021, but the board approved his continued participation in the 2020-2022 LTIP. * The severance indemnity of EUR 374,000 to I-NED Walfredo Fernandez, who left the company in August 2021 following his appointment as Under Secretary of State in the Biden administration, is unusual in this market. The main reasons for support are: * Executive pay has so far been fairly aligned with company performance and shareholder experience. * Martinez Corcoles did not receive any severance payment upon termination of his executive contract.</i>				

# Iberdrola SA

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Reelect Anthony L. Gardner as Director <i>Voting Policy Rationale: A vote FOR Items 15-17 is warranted due to lack of concerns about the independent director nominees.</i>	Mgmt	For	For	For
16	Ratify Appointment of and Elect Maria Angeles Alcalá Diaz as Director <i>Voting Policy Rationale: A vote FOR Items 15-17 is warranted due to lack of concerns about the independent director nominees.</i>	Mgmt	For	For	For
17	Ratify Appointment of and Elect Isabel García Tejerina as Director <i>Voting Policy Rationale: A vote FOR Items 15-17 is warranted due to lack of concerns about the independent director nominees.</i>	Mgmt	For	For	For
18	Fix Number of Directors at 14 <i>Voting Policy Rationale: A vote FOR this resolution is warranted as the proposed board size would remain within the 15-director limit as per local code of best practice.</i>	Mgmt	For	For	For
19	Authorize Share Repurchase Program <i>Voting Policy Rationale: A vote FOR the share repurchase mandate is warranted as the volume and duration provisions are within recommended limits and there are no concerns over the company's use of past mandates.</i>	Mgmt	For	For	For
20	Authorize Board to Ratify and Execute Approved Resolutions <i>Voting 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>	Mgmt	For	For	For

# Astellas Pharma, Inc.

**Meeting Date:** 06/20/2022

**Country:** Japan

**Ticker:** 4503

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** J03393105

**Shares Voted:** 12,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
2.1	Elect Director Yasukawa, Kenji <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.2	Elect Director Okamura, Naoki <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.3	Elect Director Sekiyama, Mamoru <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.4	Elect Director Kawabe, Hiroshi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.5	Elect Director Tanaka, Takashi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.6	Elect Director Sakurai, Eriko	Mgmt	For	For	For
	<i>Voting 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 Yoshimitsu, Toru	Mgmt	For	For	For
	<i>Voting 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 Takahashi, Raita	Mgmt	For	For	For
	<i>Voting 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 Nakayama, Mika	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Brother Industries, Ltd.

**Meeting Date:** 06/20/2022

**Country:** Japan

**Ticker:** 6448

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** 114813108

**Shares Voted:** 10,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Amend Provisions on Director Titles	Mgmt	For	For	For
	<i>Voting 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 Koike, Toshikazu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director Sasaki, Ichiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.3	Elect Director Ishiguro, Tadashi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.4	Elect Director Ikeda, Kazufumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Kuwabara, Satoru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.6	Elect Director Murakami, Taizo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.7	Elect Director Takeuchi, Keisuke	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.8	Elect Director Shirai, Aya	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

**Brother Industries, Ltd.**

## Sun Life KBI Global Dividend Private Pool

<b>Proposal Number</b>	<b>Proposal Text</b>	<b>Proponent</b>	<b>Mgmt Rec</b>	<b>Voting Policy Rec</b>	<b>Vote Instruction</b>
2.9	Elect Director Uchida, Kazunari	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.10	Elect Director Hidaka, Naoki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.11	Elect Director Miyaki, Masahiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.1	Appoint Statutory Auditor Ogawa, Kazuyuki	Mgmt	For	For	For
	<i>Voting 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 Yamada, Akira	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Approve Annual Bonus	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposal is warranted because: * The total proposed amount of the bonuses is not excessively high.</i>				
5	Approve Annual Bonus Ceiling for Directors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The calculation methodology is disclosed. * The compensation committee adds some transparency in the board's compensation decision process.</i>				
6	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For	For
	<i>Voting 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>				

**Tokyo Electron Ltd.****Meeting Date:** 06/21/2022**Country:** Japan**Ticker:** 8035**Record Date:** 03/31/2022**Meeting Type:** Annual**Primary Security ID:** J86957115

Shares Voted: 600

<b>Proposal Number</b>	<b>Proposal Text</b>	<b>Proponent</b>	<b>Mgmt Rec</b>	<b>Voting Policy Rec</b>	<b>Vote Instruction</b>
1	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Kawai, Toshiki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director Sasaki, Sadao	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.3	Elect Director Nunokawa, Yoshikazu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Tokyo Electron Ltd.

## Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.4	Elect Director Sasaki, Michio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Eda, Makiko	Mgmt	For	For	For
	<i>Voting 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 Ichikawa, Sachiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3	Approve Annual Bonus	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposal is warranted because: * The company has a compensation committee chaired by an independent director and the company discloses metrics to be used in determining annual bonus. * The company's ROE performance is favorable.</i>				
4	Approve Deep Discount Stock Option Plan	Mgmt	For	For	For
	<i>Voting 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 Deep Discount Stock Option Plan	Mgmt	For	For	For
	<i>Voting 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>				

## Honda Motor Co., Ltd.

Meeting Date: 06/22/2022

Country: Japan

Ticker: 7267

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J22302111

Shares Voted: 11,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Kuraishi, Seiji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.2	Elect Director Mibe, Toshihiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.3	Elect Director Takeuchi, Kohei	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.4	Elect Director Aoyama, Shinji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.5	Elect Director Suzuki, Asako	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.6	Elect Director Suzuki, Masafumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.7	Elect Director Sakai, Kunihiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.8	Elect Director Kokubu, Fumiya	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.9	Elect Director Ogawa, Yoichiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.10	Elect Director Higashi, Kazuhiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
1.11	Elect Director Nagata, Ryoko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## KDDI Corp.

Meeting Date: 06/22/2022

Country: Japan

Ticker: 9433

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J31843105

Shares Voted: 6,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 65	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Tanaka, Takashi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Takahashi, Makoto	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Muramoto, Shinichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Mori, Keiichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Amamiya, Toshitake	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Yoshimura, Kazuyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Yamaguchi, Goro	Mgmt	For	For	For
	<i>Voting 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>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.8	Elect Director Yamamoto, Keiji	Mgmt	For	For	For
	<i>Voting 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>				
3.9	Elect Director Kano, Riyo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Goto, Shigeki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Tannowa, Tsutomu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Okawa, Junko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Appoint Statutory Auditor Edagawa, Noboru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>				
5	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For	For
	<i>Voting 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 Compensation Ceiling for Statutory Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The size of the proposed ceiling cannot be regarded as high.</i>				

## Mitsui & Co., Ltd.

**Meeting Date:** 06/22/2022

**Country:** Japan

**Ticker:** 8031

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** J44690139

Shares Voted: 6,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 60	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Yasunaga, Tatsuo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.2	Elect Director Hori, Kenichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Kometani, Yoshio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Uno, Motoaki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Takemasu, Yoshiaki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Nakai, Kazumasa	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Shigeta, Tetsuya	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Sato, Makoto	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Matsui, Toru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Kobayashi, Izumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Jenifer Rogers	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Samuel Walsh	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.13	Elect Director Uchiyamada, Takeshi	Mgmt	For	For	For
	<i>Voting 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>				
3.14	Elect Director Egawa, Masako	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Appoint Statutory Auditor Tamai, Yuko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
5	Approve Two Types of Restricted Stock Plans and Annual Bonus Ceiling	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The calculation methodology of the annual bonus is disclosed. * The compensation committee adds some transparency in the board's compensation decision process. * The restricted stock plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.</i>				

# Yokogawa Electric Corp.

# Sun Life KBI Global Dividend Private Pool

Meeting Date: 06/22/2022

Country: Japan

Ticker: 6841

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J97272124

Shares Voted: 5,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 17 <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>	Mgmt	For	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
3.1	Elect Director Nishijima, Takashi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.2	Elect Director Nara, Hitoshi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.3	Elect Director Anabuki, Junichi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.4	Elect Director Dai, Yu <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.5	Elect Director Seki, Nobuo <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.6	Elect Director Sugata, Shiro <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.7	Elect Director Uchida, Akira <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.8	Elect Director Urano, Kuniko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.9	Elect Director Hirano, Takuya <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
4	Appoint Statutory Auditor Osawa, Makoto <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

# Obayashi Corp.

Meeting Date: 06/23/2022

Country: Japan

Ticker: 1802

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J59826107

Shares Voted: 15,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 16	Mgmt	For	For	For
	<i>Voting 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 Shareholder Meetings - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Obayashi, Takeo	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.2	Elect Director Hasuwa, Kenji	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.3	Elect Director Kotera, Yasuo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Murata, Toshihiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Sasagawa, Atsushi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Nohira, Akinobu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Sato, Toshimi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Izumiya, Naoki	Mgmt	For	For	For
	<i>Voting 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>				
3.9	Elect Director Kobayashi, Yoko	Mgmt	For	For	For
	<i>Voting 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>				
3.10	Elect Director Orii, Masako	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Kato, Hiroyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Kuroda, Yukiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.1	Appoint Statutory Auditor Watanabe, Isao	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.2	Appoint Statutory Auditor Yamaguchi, Yoshihiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.3	Appoint Statutory Auditor Mizutani, Eiji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Shionogi &amp; Co., Ltd.

Meeting Date: 06/23/2022

Country: Japan

Ticker: 4507

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J74229105

Shares Voted: 1,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 60	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Teshirogi, Isao	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Sawada, Takuko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Ando, Keiichi	Mgmt	For	For	For
	<i>Voting 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>				
3.4	Elect Director Ozaki, Hiroshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Takatsuki, Fumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Approve Disposal of Treasury Shares for a Private Placement	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because: * Shionogi has failed to provide a compelling rationale for the effective donation of treasury shares to the Shionogi Infectious Disease Research Promotion Foundation.</i>				

Meeting Date: 06/23/2022

Country: Japan

Ticker: 9434

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J75963132

Shares Voted: 11,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
2.1	Elect Director Miyauchi, Ken <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.2	Elect Director Miyakawa, Junichi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.3	Elect Director Shimba, Jun <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.4	Elect Director Imai, Yasuyuki <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.5	Elect Director Fujihara, Kazuhiko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.6	Elect Director Son, Masayoshi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.7	Elect Director Kawabe, Kentaro <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.8	Elect Director Horiba, Atsushi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.9	Elect Director Kamigama, Takehiro <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.10	Elect Director Oki, Kazuaki <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.11	Elect Director Uemura, Kyoko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.12	Elect Director Hishiyama, Reiko <i>Voting 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>	Mgmt	For	For	For
2.13	Elect Director Koshi, Naomi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3	Appoint Statutory Auditor Kudo, Yoko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

# Yamato Holdings Co., Ltd.

# Sun Life KBI Global Dividend Private Pool

Meeting Date: 06/23/2022

Country: Japan

Ticker: 9064

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J96612114

Shares Voted: 9,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
2.1	Elect Director Nagao, Yutaka <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.2	Elect Director Kurisu, Toshizo <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.3	Elect Director Kosuge, Yasuharu <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.4	Elect Director Shibasaki, Kenichi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.5	Elect Director Tokuno, Mariko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.6	Elect Director Kobayashi, Yoichi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.7	Elect Director Sugata, Shiro <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.8	Elect Director Kuga, Noriyuki <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.9	Elect Director YIN CHUANLI CHARLES <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3	Appoint Statutory Auditor Sasaki, Tsutomu <i>Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

# Asahi Kasei Corp.

Meeting Date: 06/24/2022

Country: Japan

Ticker: 3407

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J0242P110

Shares Voted: 23,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Kobori, Hideki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director Kudo, Koshiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.3	Elect Director Sakamoto, Shuichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.4	Elect Director Kawabata, Fumitoshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Kuse, Kazushi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.6	Elect Director Horie, Toshiyasu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.7	Elect Director Tatsuoka, Tsuneyoshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.8	Elect Director Okamoto, Tsuyoshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.9	Elect Director Maeda, Yuko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3	Appoint Statutory Auditor Urata, Haruyuki	Mgmt	For	For	For
	<i>Voting 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	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The increase is intended to introduce/increase performance-based pay. * The size of the proposed ceiling cannot be regarded as excessively high.</i>				
5	Approve Compensation Ceiling for Statutory Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The size of the proposed ceiling cannot be regarded as high.</i>				
6	Approve Trust-Type Equity Compensation Plan	Mgmt	For	For	For
	<i>Voting 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>				

# Hikari Tsushin, Inc.

# Sun Life KBI Global Dividend Private Pool

Meeting Date: 06/24/2022

Country: Japan

Ticker: 9435

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J1949F108

Shares Voted: 800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
2.1	Elect Director Shigeta, Yasumitsu <i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management bears responsibility for the firm's board composition at the company with an audit committee structure which will not include at least one-third outsiders.</i>	Mgmt	For	Against	Against
2.2	Elect Director Wada, Hideaki <i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management bears responsibility for the firm's board composition at the company with an audit committee structure which will not include at least one-third outsiders.</i>	Mgmt	For	Against	Against
2.3	Elect Director Tamamura, Takeshi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.4	Elect Director Gido, Ko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.5	Elect Director Takahashi, Masato <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.6	Elect Director Yada, Naoko <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
2.7	Elect Director Yagishita, Yuki <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

# Medipal Holdings Corp.

Meeting Date: 06/24/2022

Country: Japan

Ticker: 7459

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J4189T101

Shares Voted: 8,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Disclose Shareholder Meeting Materials on Internet <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>	Mgmt	For	For	For
2.1	Elect Director Watanabe, Shuichi <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For

# Medipal Holdings Corp.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.2	Elect Director Chofuku, Yasuhiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.3	Elect Director Yoda, Toshihide	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.4	Elect Director Sakon, Yuji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Mimura, Koichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.6	Elect Director Watanabe, Shinjiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.7	Elect Director Imagawa, Kuniaki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.8	Elect Director Kasutani, Seiichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.9	Elect Director Kagami, Mitsuko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.10	Elect Director Asano, Toshio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.11	Elect Director Shoji, Kuniko	Mgmt	For	For	For
	<i>Voting 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 Iwamoto, Hiroshi	Mgmt	For	For	For
	<i>Voting 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>				

## Sumitomo Metal Mining Co., Ltd.

**Meeting Date:** 06/24/2022

**Country:** Japan

**Ticker:** 5713

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** J77712180

**Shares Voted:** 3,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 188	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Nakazato, Yoshiaki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Nozaki, Akira	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Higo, Toru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Matsumoto, Nobuhiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Kanayama, Takahiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Nakano, Kazuhisa	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Ishii, Taeko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Kinoshita, Manabu	Mgmt	For	For	For
	<i>Voting 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>				
4	Appoint Statutory Auditor Nozawa, Tsuyoshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this statutory auditor nominee is warranted because: * There are no particular concerns about the nominee.</i>				
5	Appoint Alternate Statutory Auditor Mishina, Kazuhiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
6	Approve Annual Bonus	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR the proposal is warranted because: * The total proposed amount of the bonuses is not excessively high.</i>				

## MS&amp;AD Insurance Group Holdings, Inc.

Meeting Date: 06/27/2022

Country: Japan

Ticker: 8725

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J4687C105

Shares Voted: 3,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, With a Final Dividend of JPY 97.5	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	<i>Voting 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 - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Karasawa, Yasuyoshi	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.2	Elect Director Kanasugi, Yasuzo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Hara, Noriyuki	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.4	Elect Director Higuchi, Tetsuji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Fukuda, Masahito	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Shirai, Yusuke	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Bando, Mariko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Arima, Akira	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Tobimatsu, Junichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Rochelle Kopp	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Ishiwata, Akemi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Sompo Holdings, Inc.

**Meeting Date:** 06/27/2022

**Country:** Japan

**Ticker:** 8630

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** J7621A101

Shares Voted: 2,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 105	Mgmt	For	For	For
	<i>Voting 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 - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Sakurada, Kengo	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.2	Elect Director Okumura, Mikio	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.3	Elect Director Scott Trevor Davis	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Yanagida, Naoki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Endo, Isao	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Uchiyama, Hideyo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Higashi, Kazuhiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Nawa, Takashi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Shibata, Misuzu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Yamada, Meyumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Ito, Kumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Waga, Masayuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.13	Elect Director Teshima, Toshihiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.14	Elect Director Kasai, Satoshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Daito Trust Construction Co., Ltd.

Sun Life KBI Global Dividend Private Pool

Meeting Date: 06/28/2022

Country: Japan

Ticker: 1878

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J11151107

Shares Voted: 2,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 275	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted because: * It will be inappropriate to make final dividend payments before audited financial statements are made available.</i>				
2	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>				

## Daiwa Securities Group, Inc.

Meeting Date: 06/28/2022

Country: Japan

Ticker: 8601

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J11718111

Shares Voted: 29,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles to Amend Business Lines - Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Hibino, Takashi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.2	Elect Director Nakata, Seiji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.3	Elect Director Matsui, Toshihiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.4	Elect Director Tashiro, Keiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.5	Elect Director Ogino, Akihiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.6	Elect Director Hanaoka, Sachiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.7	Elect Director Kawashima, Hiromasa	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.8	Elect Director Ogasawara, Michiaki	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * The board after this meeting will not be majority independent and this outside director nominee lacks independence.</i>				
2.9	Elect Director Takeuchi, Hiroataka	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.10	Elect Director Nishikawa, Ikuo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.11	Elect Director Kawai, Eriko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.12	Elect Director Nishikawa, Katsuyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.13	Elect Director Iwamoto, Toshio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
2.14	Elect Director Murakami, Yumiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## ENEOS Holdings, Inc.

Meeting Date: 06/28/2022

Country: Japan

Ticker: 5020

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J29699105

Shares Voted: 27,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 11	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Sugimori, Tsutomu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Ota, Katsuyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Saito, Takeshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Yatabe, Yasushi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.5	Elect Director Murayama, Seichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Shiina, Hideki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Inoue, Keitaro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Miyata, Tomohide	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Nakahara, Toshiya	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Ota, Hiroko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Kudo, Yasumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Tomita, Tetsuro	Mgmt	For	For	For
	<i>Voting 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 Ouchi, Yoshiaki	Mgmt	For	For	For
	<i>Voting 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 Nishioka, Seiichiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.3	Elect Director and Audit Committee Member Oka, Toshiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

**Kajima Corp.**

Meeting Date: 06/28/2022

Country: Japan

Ticker: 1812

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J29223120

Shares Voted: 31,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 31	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns resulting from the change to the articles.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.1	Elect Director Oshimi, Yoshikazu	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.2	Elect Director Amano, Hiromasa	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.3	Elect Director Kayano, Masayasu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Koshijima, Keisuke	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Ishikawa, Hiroshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Katsumi, Takeshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Uchida, Ken	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Hiraizumi, Nobuyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Furukawa, Koji	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Sakane, Masahiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Saito, Kiyomi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Suzuki, Yoichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.13	Elect Director Saito, Tamotsu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Appoint Statutory Auditor Nakagawa, Masahiro	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this nominee is warranted because: * The outside statutory auditor nominee's affiliation with the company could compromise independence.</i>				

## SECOM Co., Ltd.

Meeting Date: 06/28/2022

Country: Japan

Ticker: 9735

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J69972107

Shares Voted: 1,600

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 90	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet - Indemnify Directors - Indemnify Statutory Auditors	Mgmt	For	For	For
	<i>Voting 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 Nakayama, Yasuo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Ozeki, Ichiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Yoshida, Yasuyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Fuse, Tatsuro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Izumida, Tatsuya	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Kurihara, Tatsushi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Hirose, Takaharu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Kawano, Hirobumi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Watanabe, Hajime	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.10	Elect Director Hara, Miri	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

## Seiko Epson Corp.

Meeting Date: 06/28/2022

Country: Japan

Ticker: 6724

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J7030F105

Shares Voted: 6,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 31	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because: * The passage of this proposal will authorize the company to hold virtual only meetings permanently, without further need to consult shareholders, even after the current health crisis is resolved, and the proposed language fails to specify situations under which virtual meetings will be held.</i>				
3.1	Elect Director Usui, Minoru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Ogawa, Yasunori	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Kubota, Koichi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Seki, Tatsuaki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Omiya, Hideaki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Matsunaga, Mari	Mgmt	For	For	For
	<i>Voting 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 Kawana, Masayuki	Mgmt	For	For	For
	<i>Voting 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 Shirai, Yoshio	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.3	Elect Director and Audit Committee Member Murakoshi, Susumu	Mgmt	For	For	For
	<i>Voting 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 Otsuka, Michiko	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR the proposal is warranted because: * The total proposed amount of the bonuses is not excessively high.</i>				
6	Approve Restricted Stock Plan	Mgmt	For	For	For
	<i>Voting 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>				

**Meeting Date:** 06/28/2022

**Country:** Japan

**Ticker:** 1801

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** J79561148

Shares Voted: 4,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 65  <i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * There are no particular concerns with the level of the proposed dividend.</i>	Mgmt	For	For	For
2	Amend Articles to Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings  <i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because: * The passage of this proposal will authorize the company to hold virtual only meetings permanently, without further need to consult shareholders, even after the current health crisis is resolved, and the proposed language fails to specify situations under which virtual meetings will be held.</i>	Mgmt	For	Against	Against
3.1	Elect Director Yamauchi, Takashi  <i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>	Mgmt	For	Against	Against
3.2	Elect Director Aikawa, Yoshiro  <i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>	Mgmt	For	Against	Against
3.3	Elect Director Sakurai, Shigeyuki  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.4	Elect Director Tanaka, Shigeyoshi  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.5	Elect Director Yaguchi, Norihiko  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.6	Elect Director Kimura, Hiroshi  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.7	Elect Director Yamamoto, Atsushi  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.8	Elect Director Teramoto, Yoshihiro  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.9	Elect Director Nishimura, Atsuko  <i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>	Mgmt	For	For	For
3.10	Elect Director Murakami, Takao  <i>Voting 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>	Mgmt	For	For	For
3.11	Elect Director Otsuka, Norio  <i>Voting 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>	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.12	Elect Director Kokubu, Fumiya	Mgmt	For	For	For

*Voting Policy Rationale: A vote FOR this nominee is warranted because: \* There are no particular concerns about the nominee.*

## ZOZO, Inc.

**Meeting Date:** 06/28/2022      **Country:** Japan      **Ticker:** 3092  
**Record Date:** 03/31/2022      **Meeting Type:** Annual  
**Primary Security ID:** J9893A108

**Shares Voted:** 3,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 36	Mgmt	For	For	For
<i>Voting 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 - Disclose Shareholder Meeting Materials on Internet - Allow Virtual Only Shareholder Meetings	Mgmt	For	Against	Against
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because: * The passage of this proposal will authorize the company to hold virtual only meetings permanently, without further need to consult shareholders, even after the current health crisis is resolved, and the proposed language fails to specify situations under which virtual meetings will be held.</i>					

## BOC Hong Kong (Holdings) Limited

**Meeting Date:** 06/29/2022      **Country:** Hong Kong      **Ticker:** 2388  
**Record Date:** 06/22/2022      **Meeting Type:** Annual  
**Primary Security ID:** Y0920U103

**Shares Voted:** 53,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
<i>Voting 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	For
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.</i>					
3a	Elect Liu Liange as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>					
3b	Elect Liu Jin as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>					

# BOC Hong Kong (Holdings) Limited

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3c	Elect Fung Yuen Mei Anita as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>				
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board or Duly Authorized Committee of the Board to Fix Their Remuneration	Mgmt	For	For	For
	<i>Voting 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>				
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted for the following: * The share issuance limit is 10 percent of the relevant class of shares. * The company has specified a discount limit which is 10 percent.</i>				
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues concerning the proposed share repurchase.</i>				

# Nintendo Co., Ltd.

**Meeting Date:** 06/29/2022

**Country:** Japan

**Ticker:** 7974

**Record Date:** 03/31/2022

**Meeting Type:** Annual

**Primary Security ID:** J51699106

**Shares Voted:** 500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 1410	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Furukawa, Shuntaro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.2	Elect Director Miyamoto, Shigeru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.3	Elect Director Takahashi, Shinya	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Shiota, Ko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Shibata, Satoru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				

# Nintendo Co., Ltd.

# Sun Life KBI Global Dividend Private Pool

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.6	Elect Director Chris Meledandri	Mgmt	For	For	For
	<i>Voting 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 Yoshimura, Takuya	Mgmt	For	For	For
	<i>Voting 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 Umeyama, Katsuhiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4.3	Elect Director and Audit Committee Member Yamazaki, Masao	Mgmt	For	For	For
	<i>Voting 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 Shinkawa, Asa	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
5	Approve Fixed Cash Compensation Ceiling and Performance-Based Cash Compensation Ceiling for Directors Who Are Not Audit Committee Members	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The company proposes to establish/raise the sub-ceiling of compensation for outsiders. * The calculation methodology for the performance-based cash compensation is disclosed. * The advisory nomination committee adds some transparency in the board's compensation decision process. * The increase of performance-based cash compensation is positive.</i>				
6	Approve Restricted Stock Plan	Mgmt	For	For	For
	<i>Voting 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>				

# Sumitomo Mitsui Financial Group, Inc.

Meeting Date: 06/29/2022

Country: Japan

Ticker: 8316

Record Date: 03/31/2022

Meeting Type: Annual

Primary Security ID: J7771X109

Shares Voted: 10,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Income, with a Final Dividend of JPY 105	Mgmt	For	For	For
	<i>Voting 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 Disclose Shareholder Meeting Materials on Internet	Mgmt	For	For	For
	<i>Voting 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 Kunibe, Takeshi	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.2	Elect Director Ota, Jun	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * Top management is responsible for the company's capital misallocation.</i>				
3.3	Elect Director Takashima, Makoto	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.4	Elect Director Nakashima, Toru	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.5	Elect Director Kudo, Teiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.6	Elect Director Inoue, Atsuhiko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.7	Elect Director Isshiki, Toshihiro	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.8	Elect Director Kawasaki, Yasuyuki	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.9	Elect Director Matsumoto, Masayuki	Mgmt	For	Against	Against
	<i>Voting Policy Rationale: A vote AGAINST this director nominee is warranted because: * The board after this meeting will not be majority independent and this outside director nominee lacks independence.</i>				
3.10	Elect Director Arthur M. Mitchell	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.11	Elect Director Yamazaki, Shozo	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.12	Elect Director Kono, Masaharu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.13	Elect Director Tsutsui, Yoshinobu	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.14	Elect Director Shimbo, Katsuyoshi	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
3.15	Elect Director Sakurai, Eriko	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this nominee is warranted because: * There are no particular concerns about the nominee.</i>				
4	Amend Articles to Disclose Plan Outlining Company's Business Strategy to Align Investments with Goals of Paris Agreement	SH	Against	For	For
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its 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>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Amend Articles to Disclose Measures to be Taken to Make Sure that the Company's Lending and Underwriting are not Used for Expansion of Fossil Fuel Supply or Associated Infrastructure	SH	Against	Against	Against

*Voting Policy Rationale: A vote AGAINST this shareholder proposal is recommended because: \* The proposed content appears too prescriptive, and is of a kind best left to management under the board's appropriate supervision, rather than incorporating it into the articles of incorporation.*

### 3i Group PLC

**Meeting Date:** 06/30/2022

**Country:** United Kingdom

**Ticker:** III

**Record Date:** 06/28/2022

**Meeting Type:** Annual

**Primary Security ID:** G88473148

Shares Voted: 60,465

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
<i>Voting 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	For
<i>Voting Policy Rationale: A vote FOR the remuneration report is warranted although it is not without concern because: * There remains scope for increased transparency around the non-financial elements of the bonus; and * The LTIP hinges only on TSR performance, both absolute and relative TSR. The main reasons for support are: * Pay and performance appear to be broadly aligned; and * No other significant concerns have been identified. It is noted that quantum is high. However, private equity is an exceptionally high-paying sector; and, as mentioned for the year under review, there has been no misalignment between pay and performance.</i>					
3	Approve Dividend	Mgmt	For	For	For
<i>Voting 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 Caroline Banzky as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>					
5	Re-elect Simon Borrows as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>					
6	Re-elect Stephen Daintith as Director	Mgmt	For	For	For
<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>					

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Elect Jasi Halai as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
8	Elect James Hatchley as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
9	Re-elect David Hutchison as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
10	Elect Lesley Knox as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
11	Re-elect Coline McConville as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
12	Re-elect Peter McKellar as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
13	Re-elect Alexandra Schaapveld as Director	Mgmt	For	For	For
	<i>Voting Policy Rationale: Item 10 A vote FOR the re-election of Leslie Knox is considered warranted, although it is not without concerns: * Lesley Knox was a NED and member of the audit committee at Thomas Cook plc, which entered liquidation in September 2019. However, the events at Thomas Cook remain under investigation. Qualified support is warranted at this time. Items 4-9 and 11-13 A vote FOR these candidates is warranted as no significant concerns have been identified.</i>				
14	Reappoint KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this resolution is considered warranted at this time.</i>				
15	Authorise Board Acting Through the Audit and Compliance Committee to Fix Remuneration of Auditors	Mgmt	For	For	For
	<i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>				
16	Authorise UK Political Donations and Expenditure	Mgmt	For	For	For
	<i>Voting 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>				
17	Authorise Issue of Equity	Mgmt	For	For	For
	<i>Voting 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	Voting Policy Rec	Vote Instruction
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting 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	For
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i>				