

# Voting summary 2019

# **CHARITY ASSETS TRUST**



Location(s): All Locations
Institution Account(s): CAT

## **Voting Statistics**

	Total	Percent
Votable Meetings	77	
Meetings Voted	77	100.00%
Votable Ballots	77	
Ballots Voted	77	100.00%

			Managemen	nt Proposals	Shareholder Proposals			
	Total	Percent	Total	Percent	Total	Percent		
Votable Proposals	1025		994		31			
Proposals Voted	1025	100.00%	994	100.00%	31	100.00%		
FOR Votes	944	92.10%	927	93.26%	17	54.84%		
AGAINST Votes	62	6.05%	48	4.83%	14	45.16%		
ABSTAIN Votes	11	1.07%	11	1.11%	0	0.00%		
WITHHOLD Votes	8	0.78%	8	0.80%	0	0.00%		
Votes WITH Management	956	93.27%	933	93.86%	23	74.19%		
Votes AGAINST Management	69	6.73%	61	6.14%	8	25.81%		

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

## **Bank of China Ltd.**

_	<b>Date:</b> 01/04/2019 <b>Pate:</b> 12/04/2018	Country: China Meeting Type: Spec	ial		Primary Ticker:	Security ID	: Y0698A107		<b>Meeting ID:</b> 12817:			
Primary C	<b>USIP:</b> Y0698A107	Primary ISIN: CNE100	0001Z5		Primary	<b>SEDOL:</b> B15456	64		Prox	y Level: N//	4	
Earliest Co	utoff Date: 12/28/2018	Shares Voted: 1,841,0	00	Votable Sh	ares: 1,841,000		*Shares on Lo	<b>an:</b> 0	Share	es Instructe	e <b>d:</b> 1,841,000	)
Total Ballo	ots: 1	Voting Policy: ISS					Additional Pol	icy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	EGM BALLOT FOR HOLDERS O	F H SHARES	Mgmt	No								
1	Approve Issuance of Equity or Securities without Preemptive		Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

Blended Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

APPROVE RESOLUTIONS RELATING TO THE NON-PUBLIC ISSUANCE PLAN OF DOMESTIC PREFERENCE SHARES OF THE BANK

Mgmt No

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1	ApproveType of Securities to be Issued and Issue Size	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
2.2	Approve Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-						
2.3	Approve Term	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_								
2.4	Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-						
2.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-								
2.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_								



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_		-						
2.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_		-						
2.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and impthe terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.			, ,		,					
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
2.15	Approve Use of Proceeds from the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
2.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra. would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
2.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	-								
2.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warra, would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						



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e the Application and Approval ures to be Completed for the Issuance blicy Rationale: A vote FOR these proposals is we could strengthen the bank's capital base and impose and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted and conditions of the preference shares.  Matters Relating to Authorization  Colicy Rationale: A vote FOR these proposals is we could strengthen the bank's capital base and impose in and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted and conditions of the preference shares.	nted given the second of the s	tal structure e following: cture; and* Yes	; and* there and the proposed there are no single.  For from the proposed there are no single.	re no significar l'issuance of pr ignificant conce For	nt concerns with reference shares erns with the	For	For	No No	No No	No No
rould strengthen the bank's capital base and impose and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranteengthen the bank's capital base and improve it do conditions of the preference shares.  The Matters Relating to Authorization  Toolicy Rationale: A vote FOR these proposals is warranteengthen the bank's capital base and impose and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranteengthen the bank's capital base and improve it	nted given the second of the s	tal structure e following: cture; and* Yes	; and* there and the proposed there are no single.  For from the proposed there are no single.	re no significar l'issuance of pr ignificant conce For	nt concerns with reference shares erns with the		For	No	No	No
rengthen the bank's capital base and improve it d conditions of the preference shares. e Matters Relating to Authorization blicy Rationale: A vote FOR these proposals is w yould strengthen the bank's capital base and impress and conditions of the preference shares. Rationale: A vote FOR these proposals is warranteengthen the bank's capital base and improve it	Mgmt  warranted give prove its capit	Yes  The follow	there are no signature.  For  ving:* the prop	gnificant conce	erns with the		For	No	No	No
olicy Rationale: A vote FOR these proposals is would strengthen the bank's capital base and imposant conditions of the preference shares.  Rationale: A vote FOR these proposals is warrance and improve it is the bank's capital base and improve it	varranted give prove its capit nted given the	en the follow	ving:* the prop			For	For	No	No	No
rould strengthen the bank's capital base and imposes and conditions of the preference shares.  Rationale: A vote FOR these proposals is warrance and improve it is the bank's capital base and improve it is the bank's capital bank bank's capital	prove its capit nted given the			osed issuance						INO
rengthen the bank's capital base and improve it	-			re no significai	•					
	s capital struc	-								
/E RESOLUTIONS RELATING TO THE JBLIC ISSUANCE PLAN OF OFFSHORE LENCE SHARES OF THE BANK	Mgmt	No								
e Type of Securities to be Issued and ize	Mgmt	Yes	For	For		For	For	No	No	No
olicy Rationale: A vote FOR these proposals is would strengthen the bank's capital base and imps and conditions of the preference shares.	-									
Rationale: A vote FOR these proposals is warra rengthen the bank's capital base and improve it d conditions of the preference shares.			, ,	,						
e Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
	-									
	-	_		-						
e Term	Mgmt	Yes	For	For		For	For	No	No	No
rould strengthen the bank's capital base and imp	_				•					
	Par Value and Issue Price  licy Rationale: A vote FOR these proposals is would strengthen the bank's capital base and impand conditions of the preference shares.  Rationale: A vote FOR these proposals is warrated to conditions of the preference shares.  Term  licy Rationale: A vote FOR these proposals is warrated conditions of the preference shares.  Term  licy Rationale: A vote FOR these proposals is warrated to conditions of the preference shares.	Par Value and Issue Price Mgmt  licy Rationale: A vote FOR these proposals is warranted give and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the preference shares.  Rationale: A vote FOR these proposals is warranted given the engthen the bank's capital base and improve its capital struct of conditions of the preference shares.  Term Mgmt  licy Rationale: A vote FOR these proposals is warranted given the pull of the preference shares.  Rationale: A vote FOR these proposals is warranted given the preference shares.  Rationale: A vote FOR these proposals is warranted given the preference shares.	Par Value and Issue Price Mgmt Yes  licy Rationale: A vote FOR these proposals is warranted given the following: and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following: and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following: and conditions of the preference shares.  Term Mgmt Yes  licy Rationale: A vote FOR these proposals is warranted given the following will be and strengthen the bank's capital base and improve its capital structure; and structure in the bank's capital base and improve its capital structure, and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following: Rationale: A vote FOR these proposals is warranted given the following:	Par Value and Issue Price Mgmt Yes For  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposal and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following:* the proposal and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following:* the proposed engthen the bank's capital base and improve its capital structure; and* there are no side conditions of the preference shares.  Term Mgmt Yes For  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposal and strengthen the bank's capital base and improve its capital structure; and* there are and conditions of the preference shares.	Par Value and Issue Price Mgmt Yes For For  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares.  Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference the bank's capital base and improve its capital structure; and* there are no significant concider conditions of the preference shares.  Term Mgmt Yes For For  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares.	Par Value and Issue Price Mgmt Yes For For  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference ould strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares are the bank's capital base and improve its capital structure; and* there are no significant concerns with the disconditions of the preference shares.  Term Mgmt Yes For For  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference and strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with and conditions of the preference shares.	Par Value and Issue Price Mgmt Yes For	Par Value and Issue Price Mgmt Yes For	Par Value and Issue Price Mgmt Yes For For For For No  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference build strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with and conditions of the preference shares.  Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares and the bank's capital base and improve its capital structure; and* there are no significant concerns with the disconditions of the preference shares.  Term Mgmt Yes For For For For No  No  licy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference build strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with and conditions of the preference shares.	Par Value and Issue Price Mgmt Yes For For For For No



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.4	Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
3.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
3.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impathe terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	_		-						
3.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
3.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	_		-						
3.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impathe terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_				,				
3.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-		•				
3.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_								
3.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-		;				
3.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_				;				
3.15	Approve Use of Proceeds from the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve in terms and conditions of the preference shares.	_	_		-		,				



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-								
3.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.			, ,		,					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.19	Approve Application and Approval Procedures to be Completed for the Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.20	Approve Matters Relating to Authorization	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_		-						



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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve the Impact on Dilution of Current Returns and Remedial Measures Upon theIssuance of Preference Shares of the Bank	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.			, ,		,	,				
	Blended Rationale: A vote FOR these proposals is wa would strengthen the bank's capital base and improv terms and conditions of the preference shares.	-	-				5				
5	Approve Shareholder Return Plan in the Next Three Years (2018-2020)	Mgmt	Yes	For	For		For	For	No	No	No
6	Elect Wu Fulin as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.	varranted given t	the absence	of any known	issues concerni	ing the nominee	es				
	Blended Rationale: A vote FOR all nominees is warranthe company's board and committee dynamics.	nted given the a	bsence of ar	ny known issue	es concerning ti	he nominees an	d				
7	Elect Lin Jingzhen as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.	varranted given t	the absence	of any known	issues concerni	ing the nomined	es				
	Blended Rationale: A vote FOR all nominees is warranthe company's board and committee dynamics.	nted given the a	bsence of ar	ny known issue	es concerning th	he nominees an	d				
Ballot D	Details			Instructor							

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	arussell	12/21/2018	arussell	12/21/2018	1,841,000	1,841,000
						Total Shares:	1,841,000	1,841,000

## **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	8.6%	2,058,457,820,745	91.4%	19,057,553,824	8.5%	358,932,429	0.2%	Poll	F+A+AB
	N												
2.1	Y	Pass	No	For	0.1%	224,630,597,605	99.9%	36,618,471	0.0%	207,090,922	0.1%	Poll	F+A+AB
2.1	•	1 433	110	101	0.170	22 1,030,337,003	33.370	30,010, 171	0.070	207,030,322	0.170	1011	TTATAB
2.2	Υ	Pass	No	For	0.1%	224,630,602,606	99.9%	36,617,471	0.0%	207,086,921	0.1%	Poll	F+A+AB
2.3	Υ	Pass	No	For	0.1%	224,630,601,606	99.9%	36,618,471	0.0%	207,086,921	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.4	Υ	Pass	No	For	0.1%	224,630,600,502	99.9%	36,618,471	0.0%	207,088,025	0.1%	Poll	F+A+AB
2.5	Υ	Pass	No	For	0.1%	224,630,598,502	99.9%	36,620,471	0.0%	207,088,025	0.1%	Poll	F+A+AB
2.6	Υ	Pass	No	For	0.1%	224,630,603,807	99.9%	36,617,471	0.0%	207,085,720	0.1%	Poll	F+A+AB
2.7	Υ	Pass	No	For	0.1%	224,630,602,603	99.9%	36,615,471	0.0%	207,088,924	0.1%	Poll	F+A+AB
2.8	Υ	Pass	No	For	0.1%	224,630,593,498	99.9%	36,620,472	0.0%	207,093,028	0.1%	Poll	F+A+AB
2.9	Υ	Pass	No	For	0.1%	224,630,595,706	99.9%	36,618,471	0.0%	207,092,821	0.1%	Poll	F+A+AB
2.10	Υ	Pass	No	For	0.1%	224,630,594,602	99.9%	36,618,471	0.0%	207,093,925	0.1%	Poll	F+A+AB
2.11	Υ	Pass	No	For	0.1%	224,630,598,707	99.9%	36,617,471	0.0%	207,090,820	0.1%	Poll	F+A+AB
2.12	Υ	Pass	No	For	0.1%	224,630,597,706	99.9%	36,618,471	0.0%	207,090,821	0.1%	Poll	F+A+AB
2.13	Υ	Pass	No	For	0.1%	224,630,597,506	99.9%	36,617,471	0.0%	207,092,021	0.1%	Poll	F+A+AB
2.14	Υ	Pass	No	For	0.1%	224,630,595,402	99.9%	36,620,695	0.0%	207,090,901	0.1%	Poll	F+A+AB
2.15	Υ	Pass	No	For	0.1%	224,640,421,506	99.9%	36,618,591	0.0%	197,266,901	0.1%	Poll	F+A+AB
2.16	Υ	Pass	No	For	0.1%	224,630,597,402	99.9%	36,619,591	0.0%	207,090,005	0.1%	Poll	F+A+AB
2.17	Υ	Pass	No	For	0.1%	224,630,598,506	99.9%	36,619,591	0.0%	207,088,901	0.1%	Poll	F+A+AB
2.18	Υ	Pass	No	For	0.1%	224,630,596,506	99.9%	36,619,591	0.0%	207,090,901	0.1%	Poll	F+A+AB
2.19	Υ	Pass	No	For	0.1%	224,630,600,402	99.9%	36,617,695	0.0%	207,088,901	0.1%	Poll	F+A+AB
2.20	Υ	Pass	No	For	0.1%	224,630,596,506	99.9%	36,618,591	0.0%	207,091,901	0.1%	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	0.1%	224,630,598,506	99.9%	36,618,471	0.0%	207,090,021	0.1%	Poll	F+A+AB
3.2	Υ	Pass	No	For	0.1%	224,630,597,402	99.9%	36,618,471	0.0%	207,091,125	0.1%	Poll	F+A+AB
3.3	Υ	Pass	No	For	0.1%	224,630,599,626	99.9%	36,618,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.4	Υ	Pass	No	For	0.1%	224,630,600,626	99.9%	36,617,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.5	Υ	Pass	No	For	0.1%	224,630,600,626	99.9%	36,617,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.6	Υ	Pass	No	For	0.1%	224,631,571,522	99.9%	36,618,471	0.0%	206,117,005	0.1%	Poll	F+A+AB
3.7	Υ	Pass	No	For	0.1%	224,631,572,626	99.9%	36,616,471	0.0%	206,117,901	0.1%	Poll	F+A+AB
3.8	Υ	Pass	No	For	0.1%	224,631,571,524	99.9%	36,619,573	0.0%	206,115,901	0.1%	Poll	F+A+AB
3.9	Υ	Pass	No	For	0.1%	224,631,571,506	99.9%	36,619,591	0.0%	206,115,901	0.1%	Poll	F+A+AB
3.10	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,619,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.11	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,620,695	0.0%	206,114,700	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
3.12	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,620,695	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.13	Υ	Pass	No	For	0.1%	224,631,573,707	99.9%	36,618,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.14	Υ	Pass	No	For	0.1%	224,631,572,707	99.9%	36,619,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.15	Υ	Pass	No	For	0.1%	224,641,394,707	99.9%	36,619,591	0.0%	196,292,700	0.1%	Poll	F+A+AB
3.16	Υ	Pass	No	For	0.1%	224,631,573,707	99.9%	36,618,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.17	Υ	Pass	No	For	0.1%	224,631,572,603	99.9%	36,618,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.18	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,619,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.19	Υ	Pass	No	For	0.1%	224,631,574,603	99.9%	36,615,471	0.0%	206,116,924	0.1%	Poll	F+A+AB
3.20	Υ	Pass	No	For	0.1%	224,631,573,827	99.9%	36,617,471	0.0%	206,115,700	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.1%	224,631,554,505	99.9%	36,619,591	0.0%	206,132,902	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.1%	224,665,979,844	99.9%	19,916,253	0.0%	188,410,901	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	0.6%	223,596,678,136	99.4%	1,063,436,312	0.5%	214,192,550	0.1%	Poll	F+A+AB
7	Y	Pass	No	For	0.6%	223,596,678,036	99.4%	1,063,436,312	0.5%	214,192,650	0.1%	Poll	F+A+AB

# **Countryside Properties Plc**

Meeting Date: 01/24/2019 Record Date: 01/22/2019	Country: United Kingdom Meeting Type: Annual	Primary Secur Ticker: CSP	ity ID: G24556170	Meeting ID: 1282767
Primary CUSIP: G24556170	Primary ISIN: GB00BYPHNG03	Primary SEDOL:	BYPHNG0	Proxy Level: N/A
Earliest Cutoff Date: 01/18/2019	Shares Voted: 222,445	Votable Shares: 222,445	*Shares on Loan: 0	Shares Instructed: 222,445
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Michael Scott as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sign	nificant conc	erns have beer	identified.						
5	Re-elect David Howell as Director	Mgmt	Yes	For	For		For	For	No	No	No

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

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

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

# **Countryside Properties Plc**

Cour	iti yolda i Topartiao i Ta													
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS			
6	Re-elect Ian Sutcliffe as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these Directors is wa	arranted as no	significant	concerns have	been identified	d.								
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.									
7	Re-elect Rebecca Worthington as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	d.								
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.									
8	Re-elect Douglas Hurt as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these Directors is wa	arranted as no	significant	concerns have	been identified	đ.								
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.									
9	Re-elect Amanda Burton as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	<i>1.</i>								
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.									
10	Re-elect Baroness Sally Morgan as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	d.								
	Blended Rationale: A vote FOR these Directors is warran	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.  Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.												
11	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No			
12	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No			
13	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amour	nts and duration	ns are within								
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	the propos	ed amounts ar	nd durations are	e within								
14	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amour	nts and duration	ns are within								
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	e the propos	ed amounts ar	nd durations are	e within								
15	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No			
16	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No			
17	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	Yes	For	For		For	For	No	No	No			



Location(s): All Locations
Institution Account(s): CAT

# **Countryside Properties Plc**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	arussell	12/28/2018	arussell	12/28/2018	222,445	222,445
						Total Shares:	222,445	222,445

## **Meeting Results**

Outstanding Shares Voted: 450,000,000

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	394,481,741	100.0%	3,464	0.0%	272,997	N/A	Poll	F+A
2	Υ	Pass	No	For	1.0%	390,660,070	99.0%	4,095,736	1.0%	2,396	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	394,754,738	100.0%	3,464	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	394,187,117	99.9%	568,689	0.1%	2,396	N/A	Poll	F+A
5	Υ	Pass	No	For	0.2%	393,877,353	99.8%	878,453	0.2%	2,396	N/A	Poll	F+A
6	Υ	Pass	No	For	0.1%	394,218,406	99.9%	537,400	0.1%	2,396	N/A	Poll	F+A
7	Υ	Pass	No	For	0.1%	394,218,619	99.9%	537,187	0.1%	2,396	N/A	Poll	F+A
8	Υ	Pass	No	For	0.2%	393,902,232	99.8%	853,574	0.2%	2,396	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	393,224,775	99.6%	1,531,031	0.4%	2,396	N/A	Poll	F+A
10	Υ	Pass	No	For	0.2%	393,901,193	99.8%	854,613	0.2%	2,396	N/A	Poll	F+A
11	Υ	Pass	No	For	17.7%	324,855,026	82.3%	69,901,002	17.7%	2,174	N/A	Poll	F+A
12	Υ	Pass	No	For	0.3%	393,668,751	99.7%	1,089,277	0.3%	174	N/A	Poll	F+A
13	Υ	Pass	No	For	1.4%	389,311,760	98.6%	5,444,268	1.4%	2,174	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	394,750,029	100.0%	5,999	0.0%	2,174	N/A	Poll	F+A
15	Υ	Pass	No	For	0.6%	392,456,027	99.4%	2,272,553	0.6%	29,622	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	393,601,684	99.7%	1,154,844	0.3%	1,674	N/A	Poll	F+A
17	Υ	Pass	No	For	1.3%	389,631,069	98.7%	5,127,133	1.3%	0	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): CAT

Record Date: 02/04/2019

# **Royal Bank of Scotland Group Plc**

Meeting Date: 02/06/2019	Country: United Kingdom	Primary Security ID: G7S86Z172	Meeting ID: 1291287
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Meeting Type: Special

Primary CUSIP: G7S86Z172 Primary ISIN: GB00B7T77214 Primary SEDOL: B7T7721 Proxy Level: N/A

Earliest Cutoff Date: 01/31/2019 **Shares Voted:** 298,172 Votable Shares: 298,172 \*Shares on Loan: 0 Shares Instructed: 298,172

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Authorise Off-Market Puro Shares	chase of Ordinary	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ible Shares	s	Shares Voted
CAT, 39169	92	391692	Confirmed		arussell	01/25/2019	arussell	01/25/2019		298,172		298,172

Total Shares:

298,172

298,172

Ticker: RBS

## **Meeting Results**

Outstanding Shares Voted: 48,198,298,196 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	V	Pacc	No	For	1 30%	13 073 796 736	98 7%	193 999 106	1 30%	3 195 676	N/A	Poll	E±Λ

## **Ground Rents Income Fund PLC**

Primary Security ID: G4136G106 Meeting ID: 1291979 Country: United Kingdom Meeting Date: 02/12/2019

**Record Date:** 02/08/2019 Meeting Type: Annual Ticker: GRIO

Primary CUSIP: G4136G106 Primary ISIN: GB00B715WG26 Primary SEDOL: B8K0LM4 Proxy Level: N/A

Earliest Cutoff Date: 02/06/2019 Shares Voted: 772,668 Votable Shares: 772,668 \*Shares on Loan: 0 Shares Instructed: 772,668

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Re-elect Malcolm Naish as Director	Mgmt	Yes	For	For		For	For	No	No	No
3	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **Ground Rents Income Fund PLC**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
5	Authorise Issue of Equity Rights	with Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A recommended limits.	vote FOR these resolutions	is warranted be	cause the p	roposed amou	unts and duratio	ns are within					
	Blended Rationale: A vote recommended limits.	FOR these resolutions is wa	arranted becaus	e the propos	sed amounts a	and durations ar	re within					
6	Authorise Issue of Equity Rights	without Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A recommended limits.	vote FOR these resolutions	is warranted be	cause the p	roposed amou	unts and duratio	ns are within					
	Blended Rationale: A vote recommended limits.	FOR these resolutions is wa	arranted because	e the propos	sed amounts a	and durations ar	re within					
7	Authorise Market Purcha	se of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		arussell	01/31/2019	arussell	01/31/2019		772,668		772,668
								Total Shares	<u> </u>	772,668		772,668

## **Meeting Results**

Outstanding Shares Voted: 97,006,397 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	30,613,980	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	29,686,112	99.9%	45,463	0.2%	882,405	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	30,613,371	100.0%	609	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	30,613,980	100.0%	0	0.0%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	29,726,974	100.0%	4,601	0.0%	882,405	N/A	Poll	F+A
6	Y	Pass	No	For	0.0%	29,726,974	100.0%	4,601	0.0%	882,405	N/A	Poll	F+A
7	Y	Pass	No	For	0.0%	29,726,770	100.0%	4,805	0.0%	882,405	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

## **Ensco Plc**

Meeting Date: 02/21/2019 Record Date: 12/10/2018	Country: United Kingdom Meeting Type: Special	Primary Secu Ticker: ESV	rity <b>ID:</b> G3157S106	<b>Meeting ID:</b> 1286047
Primary CUSIP: G3157S106	Primary ISIN: GB00B4VLR192	Primary SEDOL	.: B4VLR19	Proxy Level: N/A
Earliest Cutoff Date: 02/20/2019	Shares Voted: 48,520	Votable Shares: 48,520	*Shares on Loan: 0	Shares Instructed: 48,520
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition of Rowan Companies plc	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Reverse Stock Split	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorize Issue of Equity with Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	rranted because	e the propos	sed amounts a	nd durations ar	e within					
4	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	For		For	For	No	No	No
5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	rranted because	e the propos	sed amounts a	nd durations ar	e within					
6	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.										
	Blended Rationale: A vote FOR these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	e within					

#### Ballot Details

recommended limits.

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	000391692	Confirmed	Auto-Instructed	02/05/2019	Auto-Approved	02/05/2019	48,520	48,520
						Total Shares:	48,520	48,520

## **Meeting Results**

Outstanding Shares Voted: 437,239,125 Results Available: Full

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.7%	311,532,723	99.3%	1,677,645	0.5%	430,593	0.1%	Proxy	F+A+AB
2	Υ	Pass	No	For	1.2%	309,439,628	98.8%	3,761,860	1.2%	439,473	N/A	Proxy	F+A
3	Y	Pass	No	For	21.0%	246,888,897	79.0%	65,452,110	21.0%	1,299,954	N/A	Proxy	F+A
4	Y	Pass	No	For	21.7%	236,041,786	78.3%	65,534,701	21.7%	12,064,474	N/A	Proxy	F+A
5	Y	Pass	No	For	14.2%	267,685,178	85.8%	44,436,317	14.2%	1,519,466	N/A	Proxy	F+A
6	Y	Pass	No	For	14.2%	267,730,554	85.8%	44,381,225	14.2%	1,529,182	N/A	Proxy	F+A

# Apple, Inc.

Meeting Date: 03/01/2019	Country: USA	Primary Security ID: 037833100	Meeting ID: 1289730
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Record Date: 01/02/2019 Meeting Type: Annual Ticker: AAPL

Primary CUSIP: 03/833100 Primary 151N: 0503/8331005 Primary 5EDUL: 2046251 Proxy Level:	Primary CUSIP: 037833100	Primary ISIN: US0378331005	Primary SEDOL: 2046251	Proxy Level: 3
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Earliest Cutoff Date: 02/28/2019 Shares Voted: 2,873 Votable Shares: 2,873 \*Shares on Loan: 0 Shares Instructed: 2,873

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Total Ball	ots: 1 Voting Policy	: ISS				Additional Pol	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director James Bell	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director	r nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nom	ninees is warranted.									
1b	Elect Director Tim Cook	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director	r nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nom	ninees is warranted.									
1c	Elect Director Al Gore	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director	r nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nom	ninees is warranted.									
1d	Elect Director Bob Iger	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director	r nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nom	ninees is warranted.									
1e	Elect Director Andrea Jung	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director	r nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nom	ninees is warranted.									



Location(s): All Locations
Institution Account(s): CAT

# Apple, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1f	Elect Director Art Levinson		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Fo	OR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR to	ne director nominees i	s warranted.									
1g	Elect Director Ron Sugar		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Fo	OR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR to	ne director nominees i	s warranted.									
1h	Elect Director Sue Wagner		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Fo	OR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR the	ne director nominees i	s warranted.									
2	Ratify Ernst & Young LLP as Au	ditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Officers' Compensation	Executive	Mgmt	Yes	For	For		For	For	No	No	No
4	Proxy Access Amendments		SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote For existing right for shareholders with the state of the shareholders with the state of the shareholders with the state of the s						ne company's					
	Blended Rationale: A vote FOR the right for shareholders while main					enhance the co	mpany's existin	g				
5	Disclose Board Diversity and Qu	alifications	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
CAT, 3916	592	000391692	Confirmed		arussell	02/26/2019	arussell	02/26/2019		2,873		2,873
								Total Shares		2,873		2,873

## **Meeting Results**

Outstanding Shares Voted: 4,729,803,000

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.5%	2,664,386,155	98.5%	40,229,756	1.5%	5,182,628	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.9%	2,681,116,075	99.1%	25,363,575	0.9%	3,318,889	N/A	Proxy	F+A
1c	Υ	Pass	No	For	3.9%	2,599,605,229	96.1%	105,339,035	3.9%	4,854,275	N/A	Proxy	F+A
1d	Υ	Pass	No	For	1.2%	2,672,558,422	98.8%	32,104,855	1.2%	5,135,262	N/A	Proxy	F+A
1e	Υ	Pass	No	For	4.3%	2,588,984,846	95.7%	116,206,940	4.3%	4,606,753	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1f	Y	Pass	No	For	2.9%	2,627,736,255	97.1%	77,095,012	2.9%	4,967,272	N/A	Proxy	F+A
1g	Υ	Pass	No	For	1.3%	2,668,301,042	98.7%	34,730,214	1.3%	6,767,283	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.7%	2,687,101,222	99.3%	17,876,807	0.7%	4,820,510	N/A	Proxy	F+A
2	Υ	Pass	No	For	1.6%	4,034,437,468	98.4%	64,880,273	1.6%	12,827,525	N/A	Proxy	F+A
3	Y	Pass	No	For	6.3%	2,529,567,261	93.7%	168,817,766	6.3%	11,413,512	N/A	Proxy	F+A
4	Υ	Fail	No	Against	29.5%	794,466,640	29.5%	1,896,421,668	70.5%	18,910,231	N/A	Proxy	F+A
5	Y	Fail	No	Against	1.7%	45,732,679	1.7%	2,627,300,224	98.3%	36,765,636	N/A	Proxy	F+A

# **The Walt Disney Co.**

Meeting Date: 03/07/2019 Record Date: 01/07/2019	Country: USA Meeting Type: Annual		mary Security ID: 254687106 ker: DIS	Meeting ID: 1290417
<b>Primary CUSIP:</b> 254687106	<b>Primary ISIN:</b> US2546871060	Prir	nary SEDOL: 2270726	Proxy Level: 3
Earliest Cutoff Date: 03/06/2019 Total Ballots: 1	Shares Voted: 15,809 Voting Policy: ISS	Votable Shares: 15,8	09 *Shares on Loan: 0 Additional Policy:	Shares Instructed: 15,809

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Susan E. Arnold	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1c	Elect Director Safra A. Catz	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1d	Elect Director Francis A. deSouza	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Michael Froman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	on	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1f	Elect Director Robert A. Iger	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	Policy Rationale: A vote FOR the director nominees is warranted.  Rationale: A vote FOR the director nominees is warranted.										
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1g	Elect Director Maria Elena Lagomasino	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1h	Elect Director Mark G. Parker	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine											
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1i	Elect Director Derica W. Rice	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For		No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For		No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this proposal is million equity grant to improve the performance criteria not retain performance criteria. In addition, there are on programs, particularly on the heels of such a large speci increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	for the award, going conceri al grant. Iger er grow once	l, the commit ns regarding 's annual con the Twenty-	ttee did not ad the structure of the structure of the structury for the structure of	dress the portional dress the portion of the spectal dress of the specta	on which does of annual pay cial award, es. Moreover,						
	Blended Rationale: A vote AGAINST this proposal is wan equity grant to improve the performance criteria for the retain performance criteria. In addition, there are ongoin programs, particularly on the heels of such a large specific increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	award, the cong concerns re al grant. Iger er grow once	ommittee dia egarding the 's annual con the Twenty-	I not address to structure and inpensation, ex First Century I	he portion which magnitude of a cluding the spe Fox merger clos	h does not nnual pay cial award, es. Moreover,						
4	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For		Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn policies and oversight mechanisms, along with its trade better assess the risks and benefits associated with the	association me	emberships a	and payments,	would help sha	-						
	better assess the risks and benefits associated with the a Blended Rationale: A vote FOR this proposal is warrante and oversight mechanisms, along with its trade associate the risks and benefits associated with the company's par	company's pai d, as addition ion membersh	rticipation in al disclosure nips and payi	the public police of the compartments, would it	icy process. ny's lobbying-re	lated policies	s					



W-4-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
5	Assess Feasibility of Cyber Security and Data Privacy as a Performance Measure for Senior Executive Compensation	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is	warranted due to	the limited .	scope of the p	roposal and th	e lack of					

comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

Blended Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	000391692	Confirmed	rpestana	03/04/2019	rpestana	03/04/2019	15,809	15,809
						Total Shares:	15,809	15,809

## **Meeting Results**

Outstanding Shares Voted: 1,490,678,790 Results Available: Full

ou cocui.	uning onunco	inites voicul 1, 150,070,750			1103	alto Avallabici i ali							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	1.8%	1,016,313,167	98.2%	18,633,480	1.8%	3,126,203	N/A	Proxy	F+A
1b	Υ	Pass	No	For	2.7%	1,006,640,393	97.3%	28,366,727	2.7%	3,065,730	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.7%	1,028,217,392	99.3%	7,222,047	0.7%	2,633,411	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.7%	1,028,337,615	99.3%	7,049,964	0.7%	2,685,271	N/A	Proxy	F+A
1e	Υ	Pass	No	For	0.4%	1,031,435,603	99.6%	3,860,635	0.4%	2,776,612	N/A	Proxy	F+A
1f	Υ	Pass	No	For	3.9%	991,819,385	96.1%	40,139,038	3.9%	6,114,427	N/A	Proxy	F+A
1g	Υ	Pass	No	For	5.9%	974,158,105	94.1%	61,365,802	5.9%	2,548,943	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.4%	1,031,270,156	99.6%	4,083,759	0.4%	2,718,935	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.4%	1,031,490,074	99.6%	3,900,886	0.4%	2,681,890	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.2%	1,261,784,032	96.8%	38,433,719	2.9%	3,404,409	0.3%	Proxy	F+A+AB
3	Υ	Pass	No	For	43.4%	587,626,800	56.6%	413,891,585	39.9%	36,554,465	3.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	39.8%	404,451,360	39.0%	625,294,989	60.2%	8,326,501	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	27.5%	275,073,381	26.5%	752,564,941	72.5%	10,434,528	1.0%	Proxy	F+A+AB



Shares Instructed: 108,310

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

# Goldcorp, Inc.

Earliest Cutoff Date: 04/01/2019

Primary CUSTP: 390056400	Primary ISIN: CA2900564007	Primary SEDOL : 2676302	Provv Lovel: 5
<b>Record Date:</b> 02/22/2019	Meeting Type: Special	Ticker: G	
Meeting Date: 04/04/2019	Country: Canada	Primary Security ID: 380956409	<b>Meeting ID:</b> 1292687

\*Shares on Loan: 0

Primary COSTP: 300930409 Primary 151N: CA3009304097 Primary SEDOL: 2070302 Prioxy Level: 3

Votable Shares: 108,310

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Shares Voted: 108,310

i otal Ballo	otal Ballots: 1 Voting Policy						Additional P	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition by Newr Corporation	mont Mining	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares		Shares Voted
CAT, 3916	92	000391692	Confirmed		rpestana	03/29/2019	rpestana	03/29/2019		108,310		108,310
								Total Shares		108,310		108,310

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.9%	518 021 144	97 1%	15 471 576	2.9%	N/A	N/Δ	Proxy	F+A

# **Ultrapar Participacoes SA**

Extraordinary Shareholders' Meeting

Meeting Date: 04/10/2019 Record Date: 03/18/2019	Country: Brazil Meeting Type: Annual/Special		Primary Ticker:	Security ID:	: P94396127		Мес	Meeting ID: 1306794			
Primary CUSIP: P94396127	Primary ISIN: BRUGPAACNOR8		Primary S	SEDOL: BOFHTN	l1		Prox	cy Level: N/	4		
Earliest Cutoff Date: 04/05/2019	Shares Voted: 9,226	hares Voted: 9,226 Votable Shares				*Shares on Loan: 0					
Total Ballots: 1	Voting Policy: ISS				Additional Pol	licy:					
Proposal Number Proposal Text	Proponent	Votable Proposal Mg	ımt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	

Proposal Text Proponent Proposal Mgmt Rec ISS Rec Policy Rec Policy Rec Instruction Mgmt Policy ISS

Meeting for ADR Holders Mgmt No

Mgmt

No



Location(s): All Locations
Institution Account(s): CAT

# **Ultrapar Participacoes SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Amend Articles Re: Novo Mercado Regulation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these requests is we proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	Novo Mercado . egulator (CVM,	regulations, wi ) in 2017; and	hich were revised					
	Blended Rationale: A vote FOR these requests is warran. proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	Novo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					
1b	Amend Article 17 Re: Increase in Board Size	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these requests is we proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	Novo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					
	Blended Rationale: A vote FOR these requests is warran proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	lovo Mercado . egulator (CVM,	regulations, wi ) in 2017; and	hich were revised					
1c	Amend Articles Re: Governance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these requests is we proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	lovo Mercado . egulator (CVM,	regulations, wi ) in 2017; and	hich were revised					
	Blended Rationale: A vote FOR these requests is warran. proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	Novo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					
1d	Amend Articles Re: Statutory Committees	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these requests is we proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	lovo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					
	Blended Rationale: A vote FOR these requests is warran, proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	lovo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					
1e	Amend Articles	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these requests is we proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	Novo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					
	Blended Rationale: A vote FOR these requests is warran proposed changes;* Most of the proposed amendments by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, and	are in line wit the Brazilian .	th the new N Securities Re	Novo Mercado egulator (CVM)	regulations, wi ) in 2017; and	hich were revised					



Location(s): All Locations
Institution Account(s): CAT

# **Ultrapar Participacoes SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve 1:2 Stock Split and Amend Articles 5 and 6 accordingly	Mgmt	Yes	For	For		For	For	No	No	No
3	Consolidate Bylaws	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these requests is we proposed changes;* Most of the proposed amendment by the Sao Paulo Stock Exchange (B3) and approved by to statutory committees are administrative in nature, a	s are in line wi y the Brazilian	th the new I Securities Re	Novo Mercado egulator (CVM)	regulations, wh ) in 2017; and*	nich were revise					
	Blended Rationale: A vote FOR these requests is warra proposed changes;* Most of the proposed amendment by the Sao Paulo Stock Exchange (B3) and approved b to statutory committees are administrative in nature, a	s are in line wi y the Brazilian	th the new I Securities Re	Novo Mercado egulator (CVM)	regulations, wh ) in 2017; and*	nich were revise					
	Annual General Shareholders' Meeting	Mgmt	No								
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2018	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Allocation of Income and Dividends	Mgmt	Yes	For	For		For	For	No	No	No
3	Fix Number of Directors	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this item is warran information;* There are no known concerns regarding adequate number of independent directors.	the company c	or its board;	and* The prop	posed board inc	ludes an					
	Blended Rationale: A vote FOR this item is warranted be information; * There are no known concerns regarding adequate number of independent directors.										
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes to All Nominees in the Slate?	Mgmt	Yes	None	Against		Against	Against	No	No	No
6	Approve Remuneration of Company's Management	Mgmt	Yes	For	For		For	For	No	No	No
7.1	Elect Geraldo Toffanello as Fiscal Council Member and Marcio Augustus Ribeiro as Alternate	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these items is war information of the nominees; and* There are no known					d biographical					
	Blended Rationale: A vote FOR these items is warrante information of the nominees; and* There are no known			-		graphical					
7.2	Elect Marcelo Amaral Morales as Fiscal Council Member and Pedro Ozires Predeus as Alternate	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these items is warn information of the nominees; and* There are no know.					d biographical					
information of the nominees; and* There are no known concerns regarding the board or fiscal council.  Blended Rationale: A vote FOR these items is warranted because:* The company has provided the detailed biographical information of the population and There are no known concerns regarding the board or fiscal council.											

information of the nominees; and\* There are no known concerns regarding the board or fiscal council.



Location(s): All Locations
Institution Account(s): CAT

# **Ultrapar Participacoes SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
7.3	Elect William Bezerra Cavalc Fiscal Council Member and F Pascotini as Alternate	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A votinformation of the nominees;	and* There are no know	n concerns reg	arding the b	oard or fiscal co	ouncil.						
	Blended Rationale: A vote FOI information of the nominees;				•		grapnicai					
8	Approve Remuneration of Fig Members	scal Council	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares	:	Shares Voted
CAT, 3916	92	000391692	Confirmed		Auto-Instructed	03/28/2019	Auto-Approved	03/28/2019		9,226		9,226
								Total Shares	:	9,226		9,226

## **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
	N												
	N												
1a	Υ	Pass	No	For	0.2%	406,441,000	99.8%	2,289	0.0%	660,135	0.2%	Poll	F+A+AB
1b	Υ	Pass	No	For	0.1%	406,547,067	99.9%	4,451	0.0%	551,906	0.1%	Poll	F+A+AB
1c	Υ	Pass	No	For	0.1%	406,544,860	99.9%	2,204	0.0%	556,360	0.1%	Poll	F+A+AB
1d	Υ	Pass	No	For	0.1%	406,550,169	99.9%	2,204	0.0%	551,051	0.1%	Poll	F+A+AB
1e	Υ	Pass	No	For	0.1%	406,544,960	99.9%	2,204	0.0%	556,260	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	406,541,811	99.9%	4,316	0.0%	557,297	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	406,549,126	99.9%	2,204	0.0%	552,094	0.1%	Poll	F+A+AB
	N												
1	Υ	Pass	No	For	6.6%	378,369,743	93.4%	1,791	0.0%	26,658,625	6.6%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	404,472,157	99.9%	2,267	0.0%	555,735	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	404,474,157	99.9%	4,095	0.0%	551,907	0.1%	Poll	F+A+AB
4	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Υ	Pass	No	None	N/A	258,524,475	63.8%	118,490,367	29.3%	28,015,317	6.9%	Poll	F+A+AB
6	Υ	Pass	No	For	0.0%	404,853,754	100.0%	38,567	0.0%	137,838	0.0%	Poll	F+A+AB
7.1	Υ	Pass	No	For	0.2%	404,344,628	99.8%	573	0.0%	684,958	0.2%	Poll	F+A+AB
7.2	Υ	Pass	No	For	0.2%	404,344,437	99.8%	658	0.0%	685,064	0.2%	Poll	F+A+AB
7.3	Υ	Pass	No	For	0.2%	404,344,104	99.8%	573	0.0%	685,482	0.2%	Poll	F+A+AB
8	Υ	Pass	No	For	0.1%	404,472,388	99.9%	4,584	0.0%	553,187	0.1%	Poll	F+A+AB

## **Celgene Corporation**

**Meeting Date:** 04/12/2019

Country: USA

Primary Security ID: 151020104

Meeting ID: 1298112

**Record Date:** 03/01/2019

Meeting Type: Special

Ticker: CELG

Proxy Level: 5

Primary CUSIP: 151020104

**Primary ISIN:** US1510201049

Votable Shares: 14,500

\*Shares on Loan: 0

Shares Instructed: 14,500

Earliest Cutoff Date: 04/11/2019
Total Ballots: 1

Shares Voted: 14,500 Voting Policy: ISS

Addition

Primary SEDOL: 2182348

**Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Merger Agreement	Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

Blended Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692 000391692 Confirmed		rpestana	04/03/2019	rpestana	04/03/2019	14,500	14,500
						Total Shares:	14,500	14,500

#### **Meeting Results**

Outstanding Shares Voted: 702,450,444

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.6%	494,440,887	70.4%	10,074,889	1.4%	1,431,270	0.2%	Proxy	Capital



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Proxy	F+A+AB
3	Y	Fail	No	For	62.2%	183,816,760	37.8%	302,677,427	62.2%	19,452,859	N/A	Proxy	F+A

## **Vivendi SA**

lack of concerns.

-	Date: 04/15/2019  Date: 04/10/2019	Country: France Meeting Type: An	inual/Special		Primar Ticker:	y Security II	<b>):</b> F97982106		Mee	ting ID: 1	299082	
Primary C	CUSIP: F97982106	Primary ISIN: FR000	00127771		Primary	<b>SEDOL:</b> 48347	77		Prox	y Level: N/	A	
Earliest C	Cutoff Date: 04/08/2019	Shares Voted: 4,860 Voting Policy: ISS		Votable Si	nares: 4,860		*Shares on Lo		Share	es Instructe	: <b>d:</b> 4,860	
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Ordinary Business		Mgmt	No								
1	Approve Financial Statemen Reports	nts and Statutory	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote and lack of concerns.	s FOR the approval of the	e annual accoun	ts are warra	nted due to th	he unqualified	auditors' opinion	1				
	Blended Rationale: Votes FO	R the approval of the ann	nual accounts ar	e warranted	due to the un	nqualified audit	tors' opinion and	1				
2	Approve Consolidated Finan and Statutory Reports	ncial Statements	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote and lack of concerns.	s FOR the approval of the	e annual accoun	ts are warra	nted due to th	he unqualified	auditors' opinion	1				
	Blended Rationale: Votes FO	R the approval of the ann	nual accounts ar	e warranted	due to the un	qualified audit	tors' opinion and	•				



Location(s): All Locations
Institution Account(s): CAT

French law.

## **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: Item 3: Auditors' special repor- includes a consulting services agreement providing add qualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest dur- remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amende pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. Howeve of Alix and De Bailliencourt, their additional pension so	ditional remune a lack of disclo in addition, the e to:* An overa is remuneration in favor of De Pu in non-renewal of d agreement au chemes in favor in given the se	ration to Do. sure regardi. terms and c till lack of tra. committee.1 tyfontaine is of the managere in line with r of the new trious concern	minique Delpo ing his choice conditions of h nsparency reg Item 17: Seve. warranted alt gement chairn th market stan e executives ar ns raised rega	ort, a superviso as the service is overall remu parding the det rance agreeme though the follo man mandate. T dards. Items 10 e warranted be ording the remu	ory board memb provider and the uneration as termination of hi ent with Arnaud powing concern is The main reason 8-24: Additional ecause the term uneration policie	e s s				
	Blended Rationale: Item 3: Auditors' special reportA vo a consulting services agreement providing additional re qualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amende pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. Howeve of Alix and De Bailliencourt, their additional pension so	emuneration to a lack of disclo in addition, the e to:* An overa is remuneration of favor of De Pu in non-renewal of d agreement an chemes in favor er, given the se	Dominique of sure regardit terms and confil lack of traccommittee. It is of the managere in line with rof the new rious concerning and the meworious concerning sure in line with the new rious concerning sure in line with the new rious concerning sure regarding sure in line with the new rious concerning sure regarding su	Delport, a sup ing his choice conditions of h insparency reg Item 17: Seve. warranted alt gement chairn th market stan e executives ar ins raised rega	ervisory board as the service is overall remu- parding the det rance agreeme though the follon an mandate. T dards. Items 18 e warranted be ording the remu	member provider and the uneration as termination of hi ent with Arnaud towing concern is the main reason 8-24: Additional ecause the term uneration policie	e e e				
4	Approve Allocation of Income and Dividends of EUR 0.50 per Share	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Compensation of Vincent Bollore, Chairman of the Supervisory Board Until April 19, 2018	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Compensation of Yannick Bollore, Chairman of the Supervisory Board Since April 19, 2018	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this remunerar of the group by ISS due to the level and structure of his management board members. His remuneration report provide a compelling explanation for increasing his bas short-term incentive in FY18;* The company does not 2018; and* Performance shares are not included in the receive under French law.  Blended Rationale: A vote AGAINST this remuneration group by ISS due to the level and structure of his remu board members. His remuneration report falls short of	is remuneration falls short of g e salary;* The provide a comp e remuneration report is warra uneration, whice	n, which are tood market company do pelling explai elements th nted. Yannich h are compa	comparable to practice beca pes not explair nation for offe nat a supervisc ck Bollore is co grable to those	o those of the use:* The com whether he waring him performy board chair mosidered as and of the Vivend	Vivendi's  npany does not  vas entitled to a  rmance shares i  is entitled to  n executive of th  is management	ne				

compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Board

## Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
7	Approve Compensation of Arnaud de Puyfontaine, Chairman of the Management	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because:\* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi Items 10 and 12 (Crepin and Philippe)Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because: \* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): CAT

## **Vivendi SA**

Proposal Number	•		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Approve Compensation of Gilles Alix, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

## Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
9	Approve Compensation of Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): CAT

## Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
10	Approve Compensation of Frederic Crepin, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): CAT

## Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
11	Approve Compensation of Simon Gillham, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): CAT

## Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
12	Approve Compensation of Herve Philippe, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): CAT

## Vivendi SA

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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
13	Approve Compensation of Stephane Roussel, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the vear under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Blended Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi: and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Approve Remuneration Policy for Supervisory Mgmt Yes For Against Board Members and Chairman

Voting Policy Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Blended Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Against

No

Yes

Yes



....

Reporting Period: 01/01/2019 to 12/31/2019

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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
15	Approve Remuneration Policy for Chairman of the Management Board	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

16 Approve Remuneration Policy for Management Board Members

Mgmt

Yes

For

Against

Against

For

No

Yes

Yes

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.



Location(s): All Locations
Institution Account(s): CAT

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
17	Approve Conditional Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): CAT

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
18	Approve Additional Pension Scheme Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): CAT

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Approve Additional Pension Scheme Agreement with Gilles Alix, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
20	Approve Additional Pension Scheme Agreement with Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

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### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
21	Approve Additional Pension Scheme Agreement with Frederic Crepin, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
22	Approve Additional Pension Scheme Agreement with Simon Gillham, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
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### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
23	Approve Additional Pension Scheme Agreement with Herve Philippe, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): CAT

## **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
24	Approve Additional Pension Scheme Agreement with Stephane Roussel, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special reports includes a consulting services agreement providing additional gualified as an executive during part of FY18. There is a determination of his remuneration for these services. In executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised.* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension schemesVotes FOR these additional pension schemesVotes aconsulting services agreement providing additional requalified as an executive during part of FY18. There is a determination of his remuneration for these services. In executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in a raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension schemesVotes FOR these additional pension schemesVotes FOR these schemes are not deemed problematic. However,	tional remune. I lack of disclo. I addition, the to:* An overa remuneration favor of De Pu non-renewal of agreement al hemes in favoi c, given the sea emes warrant ee AGAINST th muneration to I add of disclo. I add of disclo. I add of of the to:* An overa remuneration favor of De Pu non-renewal of agreement al degreement al degreement al	ration to Do. sure regardicterms and committee. It is a committee is of the manager in line with the new	minique Delpoing his choice fonditions of hisparency register 17: Seven warranted allingement chairrich macket starn ens raised regapport only (Italian) pecial report in pecial report in pecial report in the choice fonditions of hisparency register 17: Seven warranted allingement chairrich market stan executives ar	ort, a supervisor, as the service pairs overall remunarding the determine agreeme though the following the remunarding the remuners 18 and 20, as warranted be a serviced by the serviced as the serviced part of the determine the determine the following the following the following the following the man mandate. The dards. Items 18 are warranted be a so warranted be a warranted be	ry board member provider and the previder and the previder and the previdence of his art with Arnaud wing concern is the main reason and the provider and the previder and the previder and the previder and the previder and the previdence of his art with Arnaud wing concern is the main reason and accuse the terms are also and a concern is the main reason and a course the terms are arminational accuse the terms					
25	of Alix and De Bailliencourt, their additional pension school Elect Cyrille Bollore as Supervisory Board Member						For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employer recommended) and the absence of specific concerns about 15 concerns about 15 concerns about 15 concerns about 16	ers: 45.5 perce ee shareholdel	ent vs 33.3 p r representa	percent recom tives (if any):	mended; exclud	ding government					
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 4. representatives, employee representatives, and employer recommended) and the absence of specific concerns abo	5.5 percent vs ee shareholde	33.3 percer r representa	nt recommend tives (if any):	led; excluding g	government	el				
26	Reelect Dominique Delport as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employee recommended) and the absence of specific concerns about 15	ers: 45.5 perce ee shareholdel	ent vs 33.3 p r representa	percent recom tives (if any):	mended; exclud	ding government					
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 4. representatives, employee representatives, and employee recommended) and the absence of specific concerns ab	5.5 percent vs ee shareholder	: 33.3 percei r representa	nt recommend tives (if any):	led; excluding g	government	el				
27	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								



Location(s): All Locations
Institution Account(s): CAT

## **Vivendi SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against ion Mgmt	Vote Against Policy	Vote t Against ISS
28	Authorize Decrease in Share Cancellation of Repurchased	•	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Specific Buyback Pr Cancellation of Repurchased	-	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote buyback program is in shareho		is warranted be	ecause the o	company failed	to demonstrat	e that this					
	Blended Rationale: A vote AGA program is in shareholders' int		arranted becaus	se the comp	any failed to d	lemonstrate tha	t this buyback					
30	Authorize Issuance of Equity Securities with Preemptive Ri Aggregate Nominal Amount of Million	ghts up to	Mgmt	Yes	For	For		For	For	No	No	No
31	Authorize Capitalization of Re EUR 375 Million for Bonus Iss in Par Value	•	Mgmt	Yes	For	For		For	For	No	No	No
32	Authorize Capital Issuances for Employee Stock Purchase Pla		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would it					ease employee	participation to	а				
	Blended Rationale: Votes FOR of ownership that would remain			-		employee parti	cipation to a le	vel .				
33	Authorize Capital Issuances for Employee Stock Purchase Pla Employees of International S	ns for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would			-		ease employee	participation to	а				
	Blended Rationale: Votes FOR of ownership that would remain			-		employee partio	cipation to a le	vel				
34	Approve Change of Corporate Europeenne (SE)	e Form to Societe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	proposals merit votes F	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	oosals merit votes FOR a	s they are deer	med non-cor	ntentious and i	neutral for shar	eholders.					
35	Change Company Name to V Amend Bylaws Accordingly	ivendi SE and	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	proposals merit votes F	OR as they are	deemed no	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	oosals merit votes FOR a.	s they are deer	med non-cor	ntentious and i	neutral for shar	eholders.					
36	Authorize Filing of Required Deformalities	Oocuments/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		rpestana	04/02/2019	rpestana	04/02/2019		4,860		4,860



Reporting Period: 01/01/2019 to 12/31/2019 Location(s): All Locations

Institution Account(s): CAT

## **Vivendi SA**

Total Shares: 4,860 4,860

Meeti	ng Results												
Outstar	ding Shares \	Voted:			Resi	ults Available: Full							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.3%	935,553,209	99.7%	1,438,387	0.2%	1,440,514	0.2%	Poll	F+A+AB
2	Y	Pass	No	For	0.3%	935,731,025	99.7%	1,452,315	0.2%	1,248,770	0.1%	Poll	F+A+AB
3	Y	Pass	No	For	30.6%	650,896,878	69.4%	285,364,703	30.4%	1,319,519	0.1%	Poll	F+A+AB
4	Y	Pass	No	For	0.4%	934,423,871	99.6%	2,744,205	0.3%	1,264,034	0.1%	Poll	F+A+AB
5	Y	Pass	No	For	0.6%	933,140,339	99.4%	3,964,518	0.4%	1,327,253	0.1%	Poll	F+A+AB
6	Y	Pass	No	For	28.3%	673,239,786	71.7%	264,546,100	28.2%	646,224	0.1%	Poll	F+A+AB
7	Y	Pass	No	For	37.7%	584,285,413	62.3%	353,529,445	37.7%	617,252	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	25.0%	703,696,877	75.0%	234,052,234	24.9%	682,999	0.1%	Poll	F+A+AB
9	Y	Pass	No	For	25.0%	703,783,257	75.0%	234,057,513	24.9%	591,340	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	23.4%	718,406,530	76.6%	219,413,606	23.4%	611,974	0.1%	Poll	F+A+AB
11	Y	Pass	No	For	23.5%	718,306,121	76.5%	219,527,166	23.4%	598,823	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	23.4%	718,724,632	76.6%	219,099,141	23.3%	608,337	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	23.4%	718,346,984	76.5%	219,447,498	23.4%	637,628	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	28.8%	667,639,640	71.1%	270,179,802	28.8%	612,668	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	25.6%	697,791,314	74.4%	240,042,702	25.6%	598,094	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	27.9%	676,849,241	72.1%	260,955,429	27.8%	627,440	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	3.9%	901,494,593	96.1%	36,115,655	3.8%	611,116	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	4.1%	899,497,852	95.9%	38,115,751	4.1%	607,761	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	4.4%	897,481,318	95.6%	40,199,017	4.3%	751,565	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	4.4%	897,474,143	95.6%	40,170,887	4.3%	786,312	0.1%	Poll	F+A+AB
21	Υ	Pass	No	For	4.0%	900,443,997	96.0%	37,139,740	4.0%	611,375	0.1%	Poll	F+A+AB
22	Y	Pass	No	For	4.0%	900,692,148	96.0%	36,971,462	3.9%	667,400	0.1%	Poll	F+A+AB
23	Y	Pass	No	For	4.1%	900,315,485	95.9%	37,466,639	4.0%	609,986	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
24	Υ	Pass	No	For	4.0%	900,574,717	96.0%	36,944,883	3.9%	651,322	0.1%	Poll	F+A+AB
25	Υ	Pass	No	For	6.2%	880,458,940	93.8%	57,388,142	6.1%	585,028	0.1%	Poll	F+A+AB
26	Υ	Pass	No	For	3.7%	903,328,234	96.3%	34,516,549	3.7%	587,327	0.1%	Poll	F+A+AB
27	Υ	Pass	No	For	0.6%	932,739,448	99.4%	5,098,612	0.5%	594,050	0.1%	Poll	F+A+AB
	N												
28	Υ	Pass	No	For	0.6%	931,989,496	99.4%	4,221,055	0.5%	1,295,242	0.1%	Poll	F+A+AB
29	Υ	Pass	No	For	32.3%	634,820,017	67.7%	302,021,138	32.2%	664,638	0.1%	Poll	F+A+AB
30	Υ	Pass	No	For	7.8%	864,199,919	92.2%	72,642,140	7.7%	663,734	0.1%	Poll	F+A+AB
31	Υ	Pass	No	For	7.4%	868,252,234	92.6%	68,582,369	7.3%	671,190	0.1%	Poll	F+A+AB
32	Υ	Pass	No	For	0.5%	932,804,545	99.5%	4,060,558	0.4%	640,690	0.1%	Poll	F+A+AB
33	Υ	Pass	No	For	0.5%	933,136,748	99.5%	3,710,491	0.4%	658,554	0.1%	Poll	F+A+AB
34	Υ	Pass	No	For	3.7%	902,454,414	96.3%	34,385,203	3.7%	666,176	0.1%	Poll	F+A+AB
35	Y	Pass	No	For	4.2%	897,807,477	95.8%	39,036,077	4.2%	662,239	0.1%	Poll	F+A+AB
36	Υ	Pass	No	For	0.1%	936,423,485	99.9%	422,113	0.0%	660,195	0.1%	Poll	F+A+AB

# **Adecco Group AG**

Meeting ID: 1310250 Meeting Date: 04/16/2019 Country: Switzerland Primary Security ID: H00392318 **Record Date:** Meeting Type: Annual Ticker: ADEN Primary CUSIP: H00392318 Primary ISIN: CH0012138605 Primary SEDOL: 7110720 Proxy Level: N/A Earliest Cutoff Date: 04/05/2019 Shares Voted: 25,010 Votable Shares: 25,010 \*Shares on Loan: 0 Shares Instructed: 25,010 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Approve Remuneration Report	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2	Approve Allocation of Income and Dividends of CHF 2.50 per Share	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Discharge of Board and Senior Management	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Approve Remuneration of Directors in the Amount of CHF 5.1 Million	Mgmt	Yes	For	For		For	For	No	No	No
4.2	Approve Remuneration of Executive Committee in the Amount of CHF 35 Million	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.1.1	Reelect Rolf Doerig as Director and Board Chairman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.2	Reelect Jean-Christophe Deslarzes as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.3	Reelect Ariane Gorin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.4	Reelect Alexander Gut as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.5	Reelect Didier Lamouche as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.6	Reelect David Prince as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.7	Reelect Kathleen Taylor as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.8	Reelect Regula Wallimann as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.2.1	Reappoint Jean-Christophe Deslarzes as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							



Location(s): All Locations
Institution Account(s): CAT

## **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.2.2	Reappoint Kathleen Taylor as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nom	inees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	are warranted	due to a lac	k of concerns.							
5.2.3	Appoint Didier Lamouche as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nom	inees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	are warranted	due to a lac	k of concerns.							
5.3	Designate Anwaltskanzlei Keller KLG as Independent Proxy	Mgmt	Yes	For	For		For	For	No	No	No
5.4	Ratify Ernst & Young AG as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Creation of CHF 816,720 Million Pool of Capital without Preemptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
8	Transact Other Business (Voting)	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	rpestana	03/29/2019	rpestana	03/29/2019	25,010	25,010
						Total Shares:	25,010	25,010

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.2%	109,370,839	99.8%	118,321	0.1%	92,259	0.1%	Poll	F+A+AB
1.2	Υ	Pass	No	For	13.5%	94,823,481	86.5%	13,985,764	12.8%	772,574	0.7%	Poll	F+A+AB
2	Υ	Pass	No	For	0.0%	109,526,168	99.9%	32,254	0.0%	23,397	0.0%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

	•												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Υ	Pass	No	For	0.9%	108,397,065	99.1%	824,632	0.8%	146,356	0.1%	Poll	F+A+AB
4.1	Υ	Pass	No	For	7.6%	101,301,337	92.4%	8,077,213	7.4%	203,758	0.2%	Poll	F+A+AB
4.2	Υ	Pass	No	For	5.4%	103,703,916	94.6%	5,652,035	5.2%	226,657	0.2%	Poll	F+A+AB
5.1.1	Υ	Pass	No	For	14.4%	93,802,542	85.6%	15,654,176	14.3%	125,890	0.1%	Poll	F+A+AB
5.1.2	Υ	Pass	No	For	0.7%	108,774,764	99.3%	688,913	0.6%	118,931	0.1%	Poll	F+A+AB
5.1.3	Υ	Pass	No	For	0.2%	109,380,869	99.8%	83,650	0.1%	118,089	0.1%	Poll	F+A+AB
5.1.4	Υ	Pass	No	For	0.6%	108,908,901	99.4%	554,868	0.5%	118,839	0.1%	Poll	F+A+AB
5.1.5	Υ	Pass	No	For	0.6%	108,947,349	99.4%	513,757	0.5%	121,502	0.1%	Poll	F+A+AB
5.1.6	Υ	Pass	No	For	9.7%	98,983,777	90.3%	10,475,178	9.6%	123,653	0.1%	Poll	F+A+AB
5.1.7	Υ	Pass	No	For	4.2%	104,930,316	95.8%	4,315,550	3.9%	336,742	0.3%	Poll	F+A+AB
5.1.8	Υ	Pass	No	For	0.2%	109,350,770	99.8%	113,417	0.1%	118,421	0.1%	Poll	F+A+AB
5.2.1	Υ	Pass	No	For	0.9%	108,632,304	99.1%	892,640	0.8%	57,664	0.1%	Poll	F+A+AB
5.2.2	Υ	Pass	No	For	3.2%	106,047,022	96.8%	3,261,501	3.0%	274,085	0.3%	Poll	F+A+AB
5.2.3	Υ	Pass	No	For	0.8%	108,694,960	99.2%	801,104	0.7%	86,544	0.1%	Poll	F+A+AB
5.3	Υ	Pass	No	For	0.1%	109,489,831	99.9%	67,004	0.1%	25,773	0.0%	Poll	F+A+AB
5.4	Υ	Pass	No	For	3.4%	105,835,124	96.6%	3,719,261	3.4%	28,223	0.0%	Poll	F+A+AB
6	Υ	Pass	No	For	1.9%	107,481,596	98.1%	2,064,939	1.9%	36,073	0.0%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	109,470,092	99.9%	73,763	0.1%	38,753	0.0%	Poll	F+A+AB
8	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **VINCI SA**

Ordinary Business

Meeting Date: 04/17/2019 Record Date: 04/15/2019	Country: France Meeting Type: Annual/Special		Primary Ticker: [	Security ID:	F5879X108		Meet	Meeting ID: 1301008			
Primary CUSIP: F5879X108	Primary ISIN: FR0000125486	Primary SEDOL: B1XH026					Proxy Level: N/A				
Earliest Cutoff Date: 04/10/2019	Shares Voted: 7,180	*Shares on Loan: 0					Shares Instructed: 7,180				
Total Ballots: 1	Voting Policy: ISS				Additional Poli	cy:					
Proposal Number Proposal Text	Proponent	Votable Proposal M	gmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	

No

Mgmt



Location(s): All Locations
Institution Account(s): CAT

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of to and lack of concerns.	he annual accoun	ts are warra	nted due to th	ne unqualified d	auditors' opinion	1				
	Blended Rationale: Votes FOR the approval of the an lack of concerns.	nnual accounts are	e warranted	due to the un	qualified audit	ors' opinion and	1				
2	Approve Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of to and lack of concerns.	he annual accoun	ts are warra	nted due to th	ne unqualified d	auditors' opinion	7				
	Blended Rationale: Votes FOR the approval of the an lack of concerns.	nnual accounts are	e warranted	due to the un	qualified audit	tors' opinion and	,				
3	Approve Allocation of Income and Dividends of EUR 2.67 per Share	Mgmt	Yes	For	For		For	For	No	No	No
4	Reelect Robert Castaigne as Director	Mgmt	Yes	For	For		For	For	No	No	No
	recommended) and the absence of specific concerns nominees are warranted in the absence of specific co most representative candidate for the employee sha Votes AGAINST Items 9-11 are warranted given the group and the alternative nature of the election.	oncerns (Items 5 ; reholder directors	and 7).* A i hip and the	vote FOR Item level of board	8 is warranted independence	d because the e is satisfactory.	*				
	Blended Rationale: * Votes FOR the (re)elections of of board independence (including all board members representatives, employee representatives, and emp recommended) and the absence of specific concerns nominees are warranted in the absence of specific comost representative candidate for the employee shall votes AGAINST Items 9-11 are warranted given the group and the alternative nature of the election.	s: 50.0 percent vs loyee shareholder s (Items 4 and 6). oncerns (Items 5 reholder directors	33.3 percent r representa * Votes FOR and 7).* A v hip and the	nt recommend tives (if any): R the (re)elect vote FOR Item level of board	led; excluding 61.5 percent vions of these in 8 is warranted Independence	government  s 50 percent  ndependent  d because the e is satisfactory.					
5	Reelect Ana Paula Pessoa as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)election level of board independence (including all board mer representatives, employee representatives, and emp recommended) and the absence of specific concerns	mbers: 50.0 perce loyee shareholder	ent vs 33.3 p r representa	percent recom tives (if any):	mended; exclu 61.5 percent v	ıding governmer vs 50 percent	•				

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder

group and the alternative nature of the election.



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): CAT

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Reelect Pascale Sourisse as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.  Blended Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government										
	( )	0.0 percent vs ee shareholdel tems 4 and 6). terns (Items 5 older directors	: 33.3 percei r representa * Votes FOR and 7).* A v hip and the	nt recommende tives (if any): ( Ithe (re)election The roote of toote The roote of the roote of t	ed; excluding g 61.5 percent vs ons of these ind 8 is warranted independence	overnment 50 percent dependent because the is satisfactory.*					
7	Elect Caroline Gregoire Sainte Marie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employer ecommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns trepresentative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ee shareholdel tems 4 and 6). terns (Items 5 older directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v ship and the	percent recomm tives (if any): (a the (re)election vote FOR Item level of board	mended; exclud 61.5 percent vs ons of these ind 8 is warranted independence i	ling governments  50 percent  dependent  because the  is satisfactory.*	t				



V-1- V-1-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

## **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
8	Elect Dominique Muller Joly-Pottuz as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	For		For	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employ recommended) and the absence of specific concerns (1 nominees are warranted in the absence of specific commost representative candidate for the employee shared Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.										
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: representatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific commost representative candidate for the employee shared Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.										
9	Elect Francoise Roze as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.  Blended Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level										

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.



Location(s): All Locations
Institution Account(s): CAT

## **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Jarmila Matouskova as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board memb representatives, employee representatives, and employ recommended) and the absence of specific concerns (Inominees are warranted in the absence of specific concerns trepresentative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ee shareholder tems 4 and 6). terns (Items 5 older directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recom tives (if any): Ithe (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted independence	ding government is 50 percent independent if because the is satisfactory.*	<del>!</del>				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 3 representatives, employee representatives, and employ recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns the employee shareh votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	0.0 percent vs ee shareholder tems 4 and 6). erns (Items 5 older directors	33.3 percent r representa * Votes FOR and 7).* A v hip and the	nt recommend tives (if any): Ithe (re)electi Vote FOR Item Jevel of board	ed; excluding of 61.5 percent vitons of these in 8 is warranted independence	government is 50 percent independent if because the is satisfactory.*					
11	Elect Jean-Charles Garaffa as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board memb representatives, employee representatives, and employ recommended) and the absence of specific concerns (Innominees are warranted in the absence of specific concerns the representative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ee shareholder tems 4 and 6). terns (Items 5 older directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recom tives (if any): Ithe (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted independence	ding government is 50 percent independent if because the is satisfactory.*	t				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: serepresentatives, employee representatives, and employ recommended) and the absence of specific concerns (Inominees are warranted in the absence of specific concerns to the employee shareh votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	0.0 percent vs ee shareholder tems 4 and 6). terns (Items 5 older directors	33.3 percent r representa * Votes FOR and 7).* A v hip and the	nt recommend tives (if any): Ithe (re)electi Vote FOR Item Jevel of board	ed; excluding of 61.5 percent vitons of these in 8 is warranted independence	government is 50 percent independent if because the is satisfactory.*					
12	Renew Appointment of Deloitte Et Associes as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becau	se there are no	o concerns i	regarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	ere are no con	cerns regar	ding these pro	posals.						
13	Appoint PricewaterhouseCoopers Audit as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becau	se there are no	o concerns r	regarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because th	ere are no con	cerns regar	ding these pro	posals.						
14	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.6 Million	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Remuneration Policy for Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Compensation of Xavier Huillard, Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								
18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 300 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive in		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive in		their propose	ed volumes res	spect the recon	nmended					
21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive in		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive in		their propose	ed volumes res	spect the recon	nmended					
22	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive in		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive in		their propose	ed volumes res	spect the recon	nmended					
23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 20-22	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive in		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are		their propose	ed volumes res	spect the recon	nmended					

guidelines for issuances with and without preemptive rights.



Location(s): All Locations
Institution Account(s): CAT

## **VINCI SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
24	Authorize Capital Increase of of Issued Capital for Contribut	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes F guidelines for issuances with ar			d as their p	roposed volum	es respect the l	recommended					
	Blended Rationale: Votes FOR t guidelines for issuances with ar			their propos	sed volumes re	espect the recor	mmended					
25	Authorize Capital Issuances for Employee Stock Purchase Plan		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes In plans could increase employee savings-related share purchase local and international Vinci emparticipation has constantly been participated.	participation to a level plans.The main reasor ployees;* There is no d	of ownership th ns for support a	at is not de re:* These	eemed as an ac plans appear t	cceptable threst to be a key rete	hold for ntion element i					
	Blended Rationale: Votes FOR to could increase employee particl share purchase plans. The main international Vinci employees;* has constantly been below 10 p	pation to a level of own reasons for support an There is no evidence of	nership that is r re:* These plans	ot deemed appear to	as an accepta be a key reter	ble threshold fo ntion element fo	or savings-relat or local and					
26	Authorize Capital Issuances fo Employee Stock Purchase Plar Employees of International Su	s Reserved for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes F plans could increase employee, savings-related share purchase local and international Vinci em participation has constantly bee	participation to a level plans.The main reasor ployees;* There is no d	of ownership th ns for support a	at is not de re:* These	eemed as an ac plans appear t	cceptable threst to be a key rete	hold for ntion element i					
	Blended Rationale: Votes FOR to could increase employee particles share purchase plans. The main international Vinci employees;* has constantly been below 10 p.	pation to a level of own reasons for support an There is no evidence of	nership that is r re:* These plans	ot deemed appear to	as an accepta be a key reter	ble threshold fo ntion element fo	or savings-relat or local and					
27	Amend Article 10 of Bylaws Re Disclosure Thresholds	e: Shareholding	Mgmt	Yes	For	For		For	For	No	No	No
28	Amend Article 16 of Bylaws to Legal Changes Re: Auditors	Comply with	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Filing of Required D Formalities	ocuments/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	Institutional Account Detail Custodian (IA Name, IA Number) Account Number			us	Instructor Name	Date Instructed	Approver Name	Date Approved	\	otable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		rpestana	03/28/2019	rpestana	03/28/2019		7,180		7,180
								Total Shares	s:	7,180		7,180

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial



Location(s): All Locations
Institution Account(s): CAT

#	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.5%	341,412,411	99.5%	1,112,633	0.3%	550,662	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.2%	342,356,939	99.8%	172,680	0.1%	546,087	0.2%	Poll	F+A+AB
3	Υ	Pass	No	For	0.2%	342,362,296	99.8%	171,527	0.0%	541,883	0.2%	Poll	F+A+AB
4	Υ	Pass	No	For	9.5%	310,647,572	90.5%	31,878,689	9.3%	549,445	0.2%	Poll	F+A+AB
5	Υ	Pass	No	For	4.0%	329,347,590	96.0%	13,178,279	3.8%	549,837	0.2%	Poll	F+A+AB
6	Υ	Pass	No	For	10.0%	308,854,374	90.0%	33,673,480	9.8%	547,852	0.2%	Poll	F+A+AB
7	Υ	Pass	No	For	2.0%	336,288,104	98.0%	6,236,295	1.8%	551,307	0.2%	Poll	F+A+AB
8	Υ	Pass	No	None	N/A	338,396,672	98.6%	4,096,434	1.2%	582,600	0.2%	Poll	F+A+AB
9	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
10	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
11	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	7.3%	317,980,026	92.7%	24,553,010	7.2%	542,670	0.2%	Poll	F+A+AB
13	Υ	Pass	No	For	1.1%	339,135,854	98.9%	3,393,327	1.0%	546,525	0.2%	Poll	F+A+AB
14	Υ	Pass	No	For	1.8%	337,043,390	98.2%	5,472,903	1.6%	559,413	0.2%	Poll	F+A+AB
15	Υ	Pass	No	For	1.8%	336,951,937	98.2%	5,572,245	1.6%	551,524	0.2%	Poll	F+A+AB
16	Υ	Pass	No	For	N/A	313,034,735	N/A	29,488,268	N/A	552,703	N/A	Poll	F+A+AB
17	Υ	Pass	No	For	N/A	318,660,330	N/A	23,855,440	N/A	559,936	N/A	Poll	F+A+AB
	N												
18	Υ	Pass	No	For	0.4%	341,759,990	99.6%	764,646	0.2%	551,070	0.2%	Poll	F+A+AB
19	Υ	Pass	No	For	0.3%	341,949,723	99.7%	568,193	0.2%	557,387	0.2%	Poll	F+A+AB
20	Υ	Pass	No	For	0.9%	340,133,719	99.1%	2,389,600	0.7%	552,387	0.2%	Poll	F+A+AB
21	Υ	Pass	No	For	4.3%	328,487,104	95.7%	14,032,168	4.1%	556,434	0.2%	Poll	F+A+AB
22	Υ	Pass	No	For	6.0%	322,452,732	94.0%	20,020,127	5.8%	602,847	0.2%	Poll	F+A+AB
23	Υ	Pass	No	For	8.4%	314,134,320	91.6%	28,338,074	8.3%	603,312	0.2%	Poll	F+A+AB
24	Υ	Pass	No	For	4.8%	326,574,287	95.2%	15,898,319	4.6%	603,100	0.2%	Poll	F+A+AB
25	Υ	Pass	No	For	1.9%	336,449,321	98.1%	5,778,639	1.7%	847,746	0.2%	Poll	F+A+AB
26	Υ	Pass	No	For	1.9%	336,538,000	98.1%	5,960,408	1.7%	577,298	0.2%	Poll	F+A+AB
27	Υ	Pass	No	For	0.7%	326,048,958	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB



Shares Instructed: 7,098

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
28	Υ	Pass	No	For	0.7%	340,797,376	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB
29	Υ	Pass	No	For	0.7%	340,560,103	99.3%	1,557,598	0.5%	958,005	0.3%	Poll	F+A+AB

# **Cigna Corporation**

Earliest Cutoff Date: 04/23/2019

 Meeting Date: 04/24/2019
 Country: USA
 Primary Security ID: 125523100
 Meeting ID: 1308159

 Record Date: 02/25/2019
 Meeting Type: Annual
 Ticker: CI

 Primary CUSIP: 125523100
 Primary ISIN: US1255231003
 Primary SEDOL: BHJ0775
 Proxy Level: 3

\*Shares on Loan: 0

Votable Shares: 7,098

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Shares Voted: 7,098

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director David M. Cordani	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1.2	Elect Director William J. DeLaney	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is warranted.  Flent Director Fric 1 Fors.  Mamt. Yes For For For For For For Form Form										
1.3	Elect Director Eric J. Foss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominees is warranted.										
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1.4	Elect Director Elder Granger	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1.5	Elect Director Isaiah Harris, Jr.	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1.6	Elect Director Roman Martinez, IV	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1.7	Elect Director Kathleen M. Mazzarella	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin										

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

# **Cigna Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
1.8	Elect Director Mark B. McClellan	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.										
	Blended Rationale: A vote FOR the director nominees	is warranted.											
1.9	Elect Director John M. Partridge	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes		
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.										
	Blended Rationale: A vote FOR the director nominees	is warranted.											
1.10	Elect Director William L. Roper	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nomin	ting Policy Rationale: A vote FOR the director nominees is warranted.  Indeed Rationale: A vote FOR the director nominees is warranted.											
	Blended Rationale: A vote FOR the director nominees	is warranted.											
1.11	Elect Director Eric C. Wiseman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes		
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.										
	Blended Rationale: A vote FOR the director nominees												
1.12	Elect Director Donna F. Zarcone	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes		
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.										
	Blended Rationale: A vote FOR the director nominees	is warranted.											
1.13	Elect Director William D. Zollars	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes		
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.										
	Blended Rationale: A vote FOR the director nominees	is warranted.											
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No		
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No		
4	Provide Right to Act by Written Consent	SH	Yes	Against	For		For	For	Yes	No	No		
	Voting Policy Rationale: A vote FOR this proposal is www.itten consent right and a means to act between and												
	Blended Rationale: A vote FOR this proposal is warran consent right and a means to act between annual means to act between a mean annual means to act between a mean and	-	t would prov	vide sharehola	ers with a mea	ningful written							
5	Report on Cyber Risk *Withdrawn Resolution*	SH	No										
6	Report on Gender Pay Gap	SH	Yes	Against	For		For	Against	No	Yes	Yes		
	Voting Policy Rationale: A vote FOR this proposal is we allowing them to better measure the progress of the control of the con					information							

Blended 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.



Location(s): All Locations
Institution Account(s): CAT

# **Cigna Corporation**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	000391692	Confirmed	dnicoll	04/15/2019	dnicoll	04/15/2019	7,098	7,098
						Total Shares:	7,098	7,098

### **Meeting Results**

Outstanding Shares Voted: 379,672,315

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.5%	318,627,315	99.5%	1,537,724	0.5%	912,609	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	0.3%	319,016,703	99.7%	1,119,532	0.3%	941,413	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.5%	318,517,679	99.5%	1,619,941	0.5%	940,028	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.4%	318,781,713	99.6%	1,131,555	0.4%	1,164,380	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	1.4%	315,686,399	98.6%	4,449,303	1.4%	941,946	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	2.9%	310,937,506	97.1%	9,203,261	2.9%	936,881	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.1%	319,563,508	99.9%	391,718	0.1%	1,122,422	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.4%	319,006,318	99.6%	1,138,397	0.4%	932,933	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.0%	316,908,576	99.0%	3,219,963	1.0%	949,109	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.2%	319,629,753	99.8%	518,742	0.2%	929,153	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.1%	313,325,186	97.9%	6,813,225	2.1%	939,237	N/A	Proxy	F+A
1.12	Υ	Pass	No	For	3.3%	309,600,554	96.7%	10,575,990	3.3%	901,104	N/A	Proxy	F+A
1.13	Υ	Pass	No	For	3.7%	308,138,122	96.3%	11,990,029	3.7%	949,497	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	297,576,099	92.7%	22,361,912	7.0%	1,139,637	0.4%	Proxy	F+A+AB
3	Y	Pass	No	For	3.2%	333,215,490	96.8%	10,058,575	2.9%	936,187	0.3%	Proxy	F+A+AB
4	Y	Pass	No	Against	63.9%	203,936,877	63.5%	115,899,414	36.1%	1,241,357	0.4%	Proxy	F+A+AB
5	N												
6	Υ	Fail	No	Against	36.7%	112,538,356	35.1%	203,251,671	63.3%	5,287,621	1.6%	Proxy	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

# Cleveland-Cliffs, Inc.

 Meeting Date: 04/24/2019
 Country: USA
 Primary Security ID: 185899101
 Meeting ID: 1306012

Record Date: 02/25/2019 Meeting Type: Annual Ticker: CLF

 Primary CUSIP: 185899101
 Primary ISIN: US1858991011
 Primary SEDOL: BYVZ186
 Proxy Level: 3

Earliest Cutoff Date: 04/23/2019 Shares Voted: 72,620 Votable Shares: 72,620 \*Shares on Loan: 0 Shares Instructed: 72,620

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director John T. Baldwin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director Robert P. Fisher, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director Lourenco Goncalves	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Susan M. Green	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director M. Ann Harlan	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Janet L. Miller	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Joseph A. Rutkowski, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is										
1.8	Elect Director Eric M. Rychel	Mgmt	Yes	For	For		For	For	No	No	No
	Blended Rationale: A vote FOR the director nominees is	warranted.									



Location(s): All Locations
Institution Account(s): CAT

# Cleveland-Cliffs, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.9	Elect Director Michael D. Siega	al	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i	is warranted.									
1.10	Elect Director Gabriel Stoliar		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i	is warranted.									
1.11	Elect Director Douglas C. Taylo	or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i	is warranted.									
2	Advisory Vote to Ratify Named Officers' Compensation	I Executive	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote adequately addressed sharehold driven by a maximum-level STI award remains high relative to performance, without a disclose \$600,000 without rationale. Pro	der feedback. However, payout. While the STI peers. Furthermore, pe d cap in the event TSR	pay magnitude program will ind rformance equit is negative. Fil	e concerns p corporate fe ty may be e nally, the va	persisted in the ewer subjective earned for just alue of persona	e most recent p e goals in FY19, median relative al aircraft usage	period, primaril , the CEO's tar e TSR e topped	ly .				
	\$600,000 without rationale. Providing excessive perquisites to a highly compensated CEO is not a common market practice.  Blended Rationale: A vote AGAINST this proposal is warranted. Following low say-on-pay support in 2018, the committee adequately addressed shareholder feedback. However, pay magnitude concerns persisted in the most recent period, primarily driven by a maximum-level STI payout. While the STI program will incorporate fewer subjective goals in FY19, the CEO's target award remains high relative to peers. Furthermore, performance equity may be earned for just median relative TSR performance, without a disclosed cap in the event TSR is negative. Finally, the value of personal aircraft usage topped \$600,000 without rationale. Providing excessive perquisites to a highly compensated CEO is not a common market practice.											
3	Ratify Deloitte & Touche LLP a	s Auditors	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	592	000391692	Confirmed		dnicoll	04/12/2019	dnicoll	04/12/2019		72,620		72,620
								Total Shares	s:	72,620		72,620

#### **Meeting Results**

Outstanding Shares Voted: 290,568,635 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	1.6%	169,322,965	98.4%	2,823,051	1.6%	0	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	1.2%	170,046,726	98.8%	2,099,290	1.2%	0	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	1.5%	169,556,968	98.5%	2,589,048	1.5%	0	N/A	Proxy	F+A



Location(s): All Locations Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.4	Y	Pass	No	For	1.9%	168,868,823	98.1%	3,277,193	1.9%	0	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.8%	170,699,052	99.2%	1,446,964	0.8%	0	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.8%	170,686,426	99.2%	1,459,590	0.8%	0	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.7%	169,289,465	98.3%	2,856,551	1.7%	0	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	1.7%	169,289,221	98.3%	2,856,795	1.7%	0	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.6%	169,426,480	98.4%	2,719,536	1.6%	0	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	1.7%	169,281,161	98.3%	2,864,855	1.7%	0	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.2%	168,412,895	97.8%	3,733,121	2.2%	0	N/A	Proxy	F+A
2	Υ	Pass	No	For	30.1%	120,248,209	69.9%	50,163,750	29.1%	1,734,057	1.0%	Proxy	F+A+AB
3	Υ	Pass	No	For	1.2%	256,284,949	98.8%	2,459,286	0.9%	671,091	0.3%	Proxy	F+A+AB

# **Aptiv PLC**

Meeting Date: 04/25/2019 Country: Jersey Primary Security ID: G6095L109 Meeting ID: 1305352

Ticker: APTV **Record Date:** 02/28/2019 Meeting Type: Annual

Primary CUSIP: G6095L109 Primary ISIN: JE00B783TY65 Primary SEDOL: B783TY6 Proxy Level: N/A

Earliest Cutoff Date: 04/22/2019 Shares Voted: 6,480 Votable Shares: 6,480 \*Shares on Loan: 0Shares Instructed: 6,480

Total Ball	ots: 1 Voting Policy: ISS					Additional Pol	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Elect Director Kevin P. Clark	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Elect Director Nancy E. Cooper	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
3	Elect Director Frank J. Dellaquila	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
4	Elect Director Nicholas M. Donofrio	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

# **Aptiv PLC**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Elect Director Mark P. Frisso	ra	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
6	Elect Director Rajiv L. Gupta		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
7	Elect Director Sean O. Maho	ney	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
8	Elect Director Robert K. Orth	perg	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
9	Elect Director Colin J. Parris		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
10	Elect Director Ana G. Pinczul	<	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
11	Elect Director Lawrence A. Z	immerman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vot	e FOR the director nomi	nees is warrante	ed.								
	Blended Rationale: A vote FO	R the director nominees	is warranted.									
12	Approve Ernst & Young LLP Authorize Board to Fix Their		Mgmt	Yes	For	For		For	For	No	No	No
13	Advisory Vote to Ratify Name Officers' Compensation	ed Executive	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	otable Shares		Shares Voted
CAT, 3916	592	000391692	Confirmed		rpestana	03/28/2019	rpestana	03/28/2019		6,480		6,480
								Total Shares	. ——	6,480		6,480



Location(s): All Locations
Institution Account(s): CAT

### **Meeting Results**

Outstanding Shares Voted: 257,899,322

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.1%	228,712,810	99.9%	120,720	0.1%	79,626	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.0%	228,794,258	100.0%	41,088	0.0%	77,810	N/A	Proxy	F+A
3	Υ	Pass	No	For	0.0%	228,767,018	100.0%	66,550	0.0%	79,588	N/A	Proxy	F+A
4	Υ	Pass	No	For	0.2%	228,427,174	99.8%	406,229	0.2%	79,753	N/A	Proxy	F+A
5	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Proxy	F+A
6	Υ	Pass	No	For	1.6%	225,117,290	98.4%	3,717,221	1.6%	78,645	N/A	Proxy	F+A
7	Υ	Pass	No	For	0.7%	227,272,501	99.3%	1,561,365	0.7%	79,290	N/A	Proxy	F+A
8	Υ	Pass	No	For	0.2%	228,464,634	99.8%	371,063	0.2%	77,459	N/A	Proxy	F+A
9	Υ	Pass	No	For	0.0%	228,771,796	100.0%	60,978	0.0%	80,382	N/A	Proxy	F+A
10	Υ	Pass	No	For	0.8%	226,909,308	99.2%	1,925,882	0.8%	77,966	N/A	Proxy	F+A
11	Υ	Pass	No	For	0.2%	228,416,230	99.8%	417,565	0.2%	79,361	N/A	Proxy	F+A
12	Y	Pass	No	For	1.1%	231,673,845	98.9%	2,521,504	1.1%	136,398	N/A	Proxy	F+A
13	Υ	Pass	No	For	3.8%	219,816,680	96.2%	8,601,702	3.8%	494,774	N/A	Proxy	F+A

## **Delphi Technologies Plc**

Meeting Date: 04/25/2019 Country: Jersey Primary Security ID: G2709G107 Meeting ID: 1308088

Record Date: 02/25/2019 Meeting Type: Annual Ticker: DLPH

Primary CUSIP: G2709G107 Primary ISIN: JE00BD85SC56 Primary SEDOL: BD85SC5 Proxy Level: N/A

Earliest Cutoff Date: 04/23/2019 Shares Voted: 21,100 Votable Shares: 21,100 \*Shares on Loan: 0 Shares Instructed: 21,100

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Elect Director Robin J. Adams	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all the director nom	inees is warrai	nted.								
	Blended Rationale: A vote FOR all the director nominees	is warranted.									
2	Elect Director Joseph S. Cantie	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all the director nom.	inees is warrai	nted.								

Blended Rationale: A vote FOR all the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

# **Delphi Technologies Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
3	Elect Director Nelda J. Connors	5	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
4	Elect Director Gary L. Cowger		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
5	Elect Director Richard F. Dauch	1	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
6	Elect Director David S. Haffner		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
7	Elect Director Helmut Leube		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
8	Elect Director Timothy M. Man	ganello	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
9	Elect Director Hari N. Nair		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
10	Elect Director MaryAnn Wright		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I	FOR all the director non	ninees is warra	nted.								
	Blended Rationale: A vote FOR a	all the director nominee	es is warranted.									
11	Approve Ernst & Young LLP as Authorize Board to Fix Their Re Auditors		Mgmt	Yes	For	For		For	For	No	No	No
12	Advisory Vote to Ratify Named Officers' Compensation	Executive	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details  Onal Account Detail	Custodian			Instructor	Date	Approver	Date				
	e, IA Number)	Account Number	Ballot Stat	us	Name	Instructed	Name	Approved		Votable Shares		Shares Voted



Location(s): All Locations
Institution Account(s): CAT

# **Delphi Technologies Plc**

Total Shares: 21,100 21,100

utstan	ding Shares \	<b>/oted:</b> 88,531,6	666		Resu	Its Available: Full							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.1%	71,543,195	99.9%	43,007	0.1%	34,766	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.0%	71,557,267	100.0%	27,710	0.0%	35,991	N/A	Proxy	F+A
3	Υ	Pass	No	For	0.5%	71,003,011	99.5%	335,106	0.5%	282,851	N/A	Proxy	F+A
4	Υ	Pass	No	For	0.7%	70,840,385	99.3%	496,261	0.7%	284,322	N/A	Proxy	F+A
5	Υ	Pass	No	For	0.2%	71,415,429	99.8%	168,899	0.2%	36,640	N/A	Proxy	F+A
6	Υ	Pass	No	For	0.2%	71,408,201	99.8%	176,927	0.2%	35,840	N/A	Proxy	F+A
7	Υ	Pass	No	For	0.5%	71,225,408	99.5%	359,805	0.5%	35,755	N/A	Proxy	F+A
8	Υ	Pass	No	For	0.7%	71,096,168	99.3%	488,722	0.7%	36,078	N/A	Proxy	F+A
9	Υ	Pass	No	For	0.4%	71,283,526	99.6%	300,891	0.4%	36,551	N/A	Proxy	F+A
10	Υ	Pass	No	For	0.2%	71,168,967	99.8%	169,774	0.2%	282,227	N/A	Proxy	F+A
11	Υ	Pass	No	For	0.4%	74,563,738	99.6%	320,710	0.4%	317,292	N/A	Proxy	F+A
12	Y	Pass	No	For	2.0%	70,150,189	98.0%	1,422,617	2.0%	48,162	N/A	Proxy	F+A

Meeting Date: 04/25/2019 Record Date: 04/23/2019	Country: United Kingdom Meeting Type: Annual	Primary Security I Ticker: RBS	<b>D:</b> G7S86Z172	Meeting ID: 1295964
Primary CUSIP: G7S86Z172	Primary ISIN: GB00B7T77214	Primary SEDOL: B7T7	721	Proxy Level: N/A
Earliest Cutoff Date: 04/17/2019 Total Ballots: 1	Shares Voted: 298,172 Voting Policy: ISS	Votable Shares: 298,172	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 298,172

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve Special Dividend	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Howard Davies as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
6	Re-elect Ross McEwan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
7	Elect Katie Murray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
8	Re-elect Frank Dangeard as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
9	Re-elect Alison Davis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
10	Elect Patrick Flynn as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
11	Re-elect Morten Friis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
12	Re-elect Robert Gillespie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
13	Re-elect Baroness Noakes as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						



Location(s): All Locations
Institution Account(s): CAT

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
14	Re-elect Mike Rogers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ve been identii	fied.					
	Blended Rationale: A vote FOR these candidates is war	ranted as no si	ignificant col	ncerns have be	een identified.						
15	Re-elect Mark Seligman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ve been identii	fied.					
	Blended Rationale: A vote FOR these candidates is war	ranted as no si	ignificant col	ncerns have be	een identified.						
16	Re-elect Dr Lena Wilson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ive been identii	fied.					
	Blended Rationale: A vote FOR these candidates is war	ranted as no si	ignificant col	ncerns have be	een identified.						
17	Reappoint Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise the Group Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	sed amounts a	nd durations a	re within					
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	sed amounts a	nd durations a	re within					
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	sed amounts a	nd durations a	re within					



Location(s): All Locations
Institution Account(s): CAT

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
22	Authorise Issue of Equity in Relat Issue of Equity Convertible Notes		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO. the Company were to issue Equity ordinary shares, this would result is Such authorities are common propoconversion into ordinary shares wowell beyond the Company's current voters.	Convertible Notes (EC in significant dilution to osals at UK banks and ould require the CET1 :	CN) and a trigg o non-particip I are intended ratio to fall to	ger event wating shared to apply in a level which	ere to occur, ca holders.The ma extreme circur ch would denot	ausing them to ain reasons for mstances only;	convert into support are:* and* The					
	Blended Rationale: A vote FOR the Company were to issue Equity Cor ordinary shares, this would result i Such authorities are common prop conversion into ordinary shares we well beyond the Company's curren	overtible Notes (ECN) a in significant dilution to osals at UK banks and ould require the CET1 :	and a trigger on non-participle are intended ratio to fall to	event were lating shared to apply in a level which	to occur, causii holders.The ma extreme circur ch would denot	ng them to con nin reasons for mstances only;	overt into support are:* and* The					
23	Authorise Issue of Equity without Rights in Connection with the Iss Convertible Notes	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO. the Company were to issue Equity ordinary shares, this would result in Such authorities are common propoconversion into ordinary shares we well beyond the Company's current	Convertible Notes (EC in significant dilution to osals at UK banks and ould require the CET1 :	CN) and a trigg o non-particip I are intended ratio to fall to	ger event wating shared to apply in a level which	ere to occur, ca holders.The ma extreme circur ch would denot	ausing them to ain reasons for mstances only;	convert into support are:* and* The					
	Blended Rationale: A vote FOR the Company were to issue Equity Cor ordinary shares, this would result i Such authorities are common prop conversion into ordinary shares wo well beyond the Company's curren	overtible Notes (ECN) a in significant dilution to osals at UK banks and ould require the CET1 a	and a trigger on non-particip I are intended I ratio to fall to	event were lating shared to apply in a level which	to occur, causii holders.The ma extreme circur ch would denot	ng them to con nin reasons for mstances only;	overt into support are:* and* The					
24	Authorise the Company to Call Go Meeting with Two Weeks' Notice	eneral	Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donations a Expenditure	and	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise Market Purchase of Ord	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
27	Authorise Off-Market Purchase of Shares	Ordinary	Mgmt	Yes	For	For		For	For	No	No	No
	Shareholder Proposal		Mgmt	No								
28	Establish Shareholder Committee		SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares	5	Shares Voted
CAT, 3916	992	391692	Confirmed		rpestana	04/03/2019	rpestana	04/03/2019		298,172		298,172
								Total Shares		298,172		298,172



Location(s): All Locations
Institution Account(s): CAT

### **Meeting Results**

Outstanding Shares Voted: 48,368,034,468

Results Available: Partial

utstan	uning Snares	voteu: 40,300,	034,400		Res	ouits Available: Pallia	11						
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.0%	44,302,251,816	100.0%	946,196	0.0%	9,443,332	N/A	Poll	F+A
2	Υ	Pass	No	For	0.8%	43,761,530,456	99.2%	338,658,320	0.8%	212,446,568	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	44,306,536,572	100.0%	4,488,696	0.0%	1,613,904	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	44,301,659,792	100.0%	5,491,276	0.0%	5,490,212	N/A	Poll	F+A
5	Υ	Pass	No	For	0.5%	44,111,455,668	99.6%	197,814,468	0.5%	3,371,760	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	44,294,280,976	100.0%	15,648,632	0.0%	2,703,116	N/A	Poll	F+A
7	Υ	Pass	No	For	0.1%	44,258,634,156	99.9%	49,543,416	0.1%	4,435,972	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	44,287,744,412	100.0%	19,899,728	0.0%	5,004,116	N/A	Poll	F+A
9	Y	Pass	No	For	0.0%	44,292,837,532	100.0%	15,274,624	0.0%	4,535,576	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	44,292,566,708	100.0%	15,164,032	0.0%	4,893,184	N/A	Poll	F+A
11	Υ	Pass	No	For	0.0%	44,292,022,880	100.0%	15,735,292	0.0%	4,880,704	N/A	Poll	F+A
12	Υ	Pass	No	For	0.3%	43,994,977,792	99.7%	139,808,484	0.3%	177,853,472	N/A	Poll	F+A
13	Υ	Pass	No	For	0.3%	44,176,231,128	99.7%	132,137,332	0.3%	4,215,088	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	44,288,446,824	100.0%	19,661,604	0.0%	4,479,764	N/A	Poll	F+A
15	Υ	Pass	No	For	0.8%	43,937,503,252	99.2%	369,973,544	0.8%	5,108,572	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	44,292,901,576	100.0%	14,577,928	0.0%	5,003,100	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	44,304,170,260	100.0%	4,652,592	0.0%	3,755,512	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	44,304,714,420	100.0%	4,582,276	0.0%	3,271,852	N/A	Poll	F+A
19	Υ	Pass	No	For	0.5%	44,069,647,904	99.5%	239,545,664	0.5%	3,391,068	N/A	Poll	F+A
20	Υ	Pass	No	For	0.1%	44,259,244,512	99.9%	48,734,308	0.1%	4,605,340	N/A	Poll	F+A
21	Υ	Pass	No	For	1.1%	43,835,658,616	98.9%	472,456,396	1.1%	4,470,880	N/A	Poll	F+A
22	Υ	Pass	No	For	0.4%	44,132,714,156	99.6%	175,836,080	0.4%	4,036,916	N/A	Poll	F+A
23	Υ	Pass	No	For	0.4%	44,122,958,532	99.6%	185,634,776	0.4%	4,002,820	N/A	Poll	F+A
24	Υ	Pass	No	For	1.7%	43,564,015,276	98.3%	746,371,776	1.7%	2,188,768	N/A	Poll	F+A
25	Υ	Pass	No	For	0.9%	43,894,561,848	99.1%	413,468,068	0.9%	4,516,360	N/A	Poll	F+A
26	Υ	Pass	No	For	0.4%	44,109,448,240	99.6%	194,798,976	0.4%	8,332,660	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
27	Υ	Pass	No	For	0.1%	14,257,539,460	99.9%	8,631,592	0.1%	8,457,108	N/A	Poll	F+A
	N												
28	Y	Fail	No	Against	0.7%	319,793,996	0.7%	43,672,774,248	99.3%	319,773,960	N/A	Poll	F+A

### **Ocado Group Plc**

Meeting Date: 05/01/2019 Country: United Kingdom Primary Security ID: G6718L106 Meeting ID: 1294170

Record Date: 04/29/2019 Meeting Type: Annual Ticker: OCDO

Primary CUSIP: G6718L106 Primary ISIN: GB00B3MBS747 Primary SEDOL: B3MBS74 Proxy Level: N/A

Earliest Cutoff Date: 04/25/2019 Shares Voted: 71,495 Votable Shares: 71,495 \*Shares on Loan: 0 Shares Instructed: 71,495

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

Blended Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

3 Approve Remuneration Report Mgmt Yes For Against Against For No Yes Yes

Voting Policy Rationale: A vote AGAINST this proposal is warranted:\* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions.\* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full.\* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.

Blended Rationale: A vote AGAINST this proposal is warranted: \* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions. \* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full. \* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Re-elect Tim Steiner as Director

Location(s): All Locations
Institution Account(s): CAT

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
4	Re-elect Lord Rose as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 4-9 and 11-15A vote FOR identified. Item 10: Re-elect Jorn Rausing as DirectorA without concern for shareholders on account of:* Poten overall Board composition still falls below UK Code recor sub-committees is considered to be in line with the recothe Board, effective June and September. Items 11 & 12 candidates is considered warranted, although it is not with members of the Remuneration Committee and concerns AGM. The main reasons for support are:* Both the NEDs Re-elect Andrew HarrisonA vote AGAINST his re-election Remuneration Committee and serious concerns around its results of the serious concerns around its results around the serious concerns around the	ote FOR this control title independent in independent independent in independent	andidate is once issues hance issues hance from the UK Control and anderson and for sharehoneration are from the Land warranted	considered wai nave been iden nason for suppo lode; and* Fun and Douglas M polders on accoo nagain being h Board during th on account of:	rranted, althoughtified, on account is:* The conther changes and callumA vote in any of the course of 20.  * He is the Chante in the Chante is the Chante in	gh it is not unt of which the aposition of key be being made to FOR these are both the 2019 119.Item 13:	•				
	Blended Rationale: Items 4-9 and 11-15A vote FOR thes identified. Item 10: Re-elect Jorn Rausing as DirectorA without concern for shareholders on account of:* Poten overall Board composition still falls below UK Code recorsub-committees is considered to be in line with the recothe Board, effective June and September. Items 11 & 12 candidates is considered warranted, although it is not with members of the Remuneration Committee and concerns AGM. The main reasons for support are:* Both the NEDs Re-elect Andrew HarrisonA vote AGAINST his re-election Remuneration Committee and serious concerns around its support are and serious concerns around its support and serious concerns around its support are around its support and serious concerns around its support and serious concerns around its support are around its support and serious concerns around its support are around around its support are around its support are around its support	ote FOR this control tial independent inmendations. In mendations in the control to the control	andidate is a nce issues h The main re of the UK C n Anderson a n for shareho neration are n from the L I warranted	considered wan nave been iden nason for suppo lode; and* Fun and Douglas M polders on accol nagain being h Board during th on account of:	tranted, althoughtified, on account is:* The conther changes and callumA vote in the first of:* They and ighlighted for the course of 20.  * He is the Chantal the course of 20.  * He is the Chantal the course of 20.	gh it is not unt of which the aposition of key be being made to FOR these are both the 2019 19.Item 13:	,				

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Mamt

Yes

For

For

For

For

No

No

No



Location(s): All Locations
Institution Account(s): CAT

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Re-elect Duncan Tatton-Brown as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

7 Re-elect Neill Abrams as Director

Mgmt

For

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): CAT

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Re-elect Mark Richardson as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Luke Jensen as Director

Mgmt

For

Yes

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): CAT

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	vote Against Mgmt	Vote Against Policy	Vote Against ISS	
10	Re-elect Jorn Rausing as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

11 Re-elect Ruth Anderson as Director

Mgmt

Yes

For

FO

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): CAT

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
12	Re-elect Douglas McCallum as Director	Mgmt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

13 Re-elect Andrew Harrison as Director

Mgmt

For

Yes

Against

Against

For

No

Yes

Yes

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): CAT

## **Ocado Group Plc**

Auditors

Expenditure

18

Authorise EU Political Donations and

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
14	Re-elect Emma Lloyd as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 4-9 and 11-15A vote identified. Item 10: Re-elect Jorn Rausing as Director, without concern for shareholders on account of:* Poorerall Board composition still falls below UK Code resub-committees is considered to be in line with the rathe Board, effective June and September. Items 11 & candidates is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the Na Re-elect Andrew HarrisonA vote AGAINST his re-elect Remuneration Committee and serious concerns around	A vote FOR this of tential independe ecommendations. ecommendations in 12: re-elect Ruth of without concernerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK C h Anderson in for shareh ineration are on the id warranted	considered was have been iden eason for supp Code; and* Fur and Douglas Molders on accordagain being I Board during to naccount of	nranted, althountified, on acco ort is:* The conther changes a AcCallumA vote ount of:* They in highlighted for the course of 20	igh it is not unt of which the imposition of key are being made i i FOR these are both the 2019 019.Item 13: valid for the	,				
	Blended Rationale: Items 4-9 and 11-15A vote FOR to identified. Item 10: Re-elect Jorn Rausing as Director, without concern for shareholders on account of:* Powerall Board composition still falls below UK Code resub-committees is considered to be in line with the resub-committees is considered to be in line with the Readidates is considered warranted, although it is not members of the Remuneration Committee and concerns AGM. The main reasons for support are:* Both the Nik Re-elect Andrew HarrisonA vote AGAINST his re-elect Remuneration Committee and serious concerns around the results of the support and serious concerns around the results of the support and serious concerns around the results of the support and serious concerns around the support and serious concerns around the results of the support and serious concerns around the support and serious concerns around the support and serious concerns around the support and support and serious concerns around the support and support are support and su	A vote FOR this of tential independe ecommendations. ecommendations in 12: re-elect Ruth of without concernerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK Ch Anderson on for shareh one room the incranted warranted	considered wa have been iden eason for supp Code; and* Fur and Douglas N olders on acco e again being I Board during t on account of	nranted, althountified, on acco ort is:* The conther changes a AcCallumA vote ount of:* They in highlighted for the course of 20	igh it is not unt of which the imposition of key are being made is FOR these are both the 2019 019.Item 13: valid for the	•				
15	Elect Julie Southern as Director	Mgmt	Yes	For	For		For	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: Items 4-9 and 11-15A vote if identified. Item 10: Re-elect Jorn Rausing as Director without concern for shareholders on account of:* Powerall Board composition still falls below UK Code resub-committees is considered to be in line with the number of the Board, effective June and September. Items 11 & candidates is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the Number of the Remuneration Committee and serious concerns around the support of the Remuneration Committee and serious concerns around the support are: Support are:*	A vote FOR this of tential independe ecommendations. ecommendations in 12: re-elect Ruth of without concernerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK C h Anderson in for shareh ineration are on the id warranted	considered was have been iden eason for supp Code; and* Fur and Douglas Molders on accordagain being I Board during to naccount of	nranted, althountified, on acco ort is:* The conther changes a AcCallumA vote ount of:* They in highlighted for the course of 20	igh it is not unt of which the imposition of key are being made i i FOR these are both the 2019 019.Item 13: valid for the	,				
	Blended Rationale: Items 4-9 and 11-15A vote FOR tidentified. Item 10: Re-elect Jorn Rausing as Director without concern for shareholders on account of:* Power overall Board composition still falls below UK Code resub-committees is considered to be in line with the native Board, effective June and September. Items 11 & candidates is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the Nichelect Andrew HarrisonA vote AGAINST his re-elect Remuneration Committee and serious concerns around	A vote FOR this of tential independe ecommendations. Recommendations in 12: re-elect Ruth of without concernerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK C h Anderson on for shareh one from the interaction are on from the id warranted	considered wa have been iden eason for supp Code; and* Fur and Douglas M olders on acco e again being I Board during t on account of	nranted, althountified, on acco ort is:* The conther changes a faccallumA vote ount of:* They in highlighted for the course of 20	igh it is not unt of which the imposition of key are being made of FOR these are both the 2019 019.Item 13: nair of the	•				
16	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Board to Fix Remuneration of	Mgmt	Yes	For	For		For	For	No	No	No

Yes

Mgmt

For

For

For

For

No

No

No



Location(s): All Locations
Institution Account(s): CAT

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Approve Value Creation Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST the proposed complex and extremely geared with no sufficiently stroscheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to admin.	ng explanation of equity in th	provided ov e Company;	ver the retentiv * The VCP allo	ve or motivation ows for retesting	nal effects of the	e				
	Blended Rationale: A vote AGAINST the proposed Valu complex and extremely geared with no sufficiently stro scheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to admin.	ng explanation of equity in th	provided ov e Company;	ver the retentiv * The VCP allo	ve or motivation ows for retesting	nal effects of the	e				
20	Approve Annual Incentive Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is w bonus and the LTIP into a single scheme, and the qua- reward due to shorter-term targets.						/				
	Blended Rationale: A vote AGAINST this item is warrar bonus and the LTIP into a single scheme, and the qua- reward due to shorter-term targets.			•							
21	Approve Sharesave Scheme	Mgmt	Yes	For	For		For	For	No	No	No
22	Approve Executive Share Option Scheme	Mgmt	Yes	For	For		For	For	No	No	No
23	Approve the Amendment to the Chairman's Share Matching Award	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this resolution the proposed retrospective amendment.	n is warranted l	because:* Ti	here is no com	npelling rational	le provided for					
	Blended Rationale: A vote AGAINST this resolution is v proposed retrospective amendment.	varranted becau	ıse:* There	is no compellii	ng rationale pro	ovided for the					
24	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	s considered wa	arranted as	the proposed a	amounts and de	urations are					
	Blended Rationale: A vote FOR these resolutions is cor recommended limits.	sidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					
25	Authorise Issue of Equity in Connection with a Rights Issue	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	s considered wa	arranted as	the proposed a	amounts and de	urations are					
	Blended Rationale: A vote FOR these resolutions is cor recommended limits.	sidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					
26	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	s considered wa	arranted as	the proposed a	amounts and de	urations are					
	Blended Rationale: A vote FOR these resolutions is cor recommended limits.	sidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					



Location(s): All Locations
Institution Account(s): CAT

# **Ocado Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote t Against ISS
27	Authorise Issue of Equity Rights in Connection with Other Capital Investment	an Acquisition or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A within recommended limits		is considered w	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote in recommended limits.	FOR these resolutions is co	nsidered warrar	nted as the	proposed amo	ounts and duration	ons are within					
28	Authorise Market Purchas	e of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorise the Company to Meeting with Two Weeks'		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Sta	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		rpestana	04/23/2019	rpestana	04/23/2019		71,495		71,495
								Total Share	s: =====	71,495		71,495

#### **Meeting Results**

Outstanding Shares Voted: 699,558,324

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	580,935,222	100.0%	686	0.0%	3,734,886	N/A	Poll	F+A
2	Υ	Pass	No	For	24.2%	440,260,450	75.8%	140,813,977	24.2%	3,596,366	N/A	Poll	F+A
3	Υ	Pass	No	For	25.4%	436,208,712	74.6%	148,357,899	25.4%	104,182	N/A	Poll	F+A
4	Υ	Pass	No	For	4.0%	560,587,988	96.0%	23,366,438	4.0%	716,367	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	580,939,810	99.4%	3,709,015	0.6%	21,969	N/A	Poll	F+A
6	Υ	Pass	No	For	0.7%	580,356,117	99.3%	4,291,922	0.7%	22,755	N/A	Poll	F+A
7	Υ	Pass	No	For	0.9%	579,652,618	99.2%	4,995,421	0.9%	22,755	N/A	Poll	F+A
8	Υ	Pass	No	For	0.6%	580,935,985	99.4%	3,712,054	0.6%	22,755	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	580,828,501	99.4%	3,818,020	0.7%	24,273	N/A	Poll	F+A
10	Υ	Pass	No	For	4.7%	557,062,604	95.3%	27,562,917	4.7%	45,272	N/A	Poll	F+A
11	Υ	Pass	No	For	5.3%	552,848,289	94.7%	31,129,932	5.3%	692,572	N/A	Poll	F+A
12	Υ	Pass	No	For	4.9%	556,015,564	95.1%	28,609,958	4.9%	45,272	N/A	Poll	F+A
13	Y	Pass	No	For	17.3%	483,526,341	82.7%	101,114,665	17.3%	29,787	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
14	Υ	Pass	No	For	0.4%	582,241,020	99.6%	2,333,201	0.4%	45,272	N/A	Poll	F+A
15	Υ	Pass	No	For	1.1%	567,094,369	98.9%	6,192,725	1.1%	11,383,700	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	584,564,820	100.0%	90,722	0.0%	17,252	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	584,645,046	100.0%	11,057	0.0%	14,691	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	578,940,447	99.0%	5,714,929	1.0%	15,418	N/A	Poll	F+A
19	Υ	Pass	No	For	24.3%	441,098,974	75.7%	141,406,517	24.3%	2,165,302	N/A	Poll	F+A
20	Υ	Pass	No	For	18.7%	471,886,092	81.3%	108,546,820	18.7%	4,237,881	N/A	Poll	F+A
21	Y	Pass	No	For	0.5%	581,543,328	99.5%	3,103,855	0.5%	23,610	N/A	Poll	F+A
22	Υ	Pass	No	For	1.1%	578,319,710	98.8%	6,328,586	1.1%	22,497	N/A	Poll	F+A
23	Υ	Pass	No	For	23.0%	449,872,574	77.0%	134,084,120	23.0%	714,099	N/A	Poll	F+A
24	Υ	Pass	No	For	0.8%	579,879,635	99.2%	4,771,650	0.8%	19,509	N/A	Poll	F+A
25	Υ	Pass	No	For	3.6%	563,415,595	96.4%	21,239,968	3.6%	15,231	N/A	Poll	F+A
26	Y	Pass	No	For	0.6%	581,304,750	99.4%	3,346,324	0.6%	19,720	N/A	Poll	F+A
27	Y	Pass	No	For	1.8%	574,322,582	98.2%	10,328,491	1.8%	19,720	N/A	Poll	F+A
28	Y	Pass	No	For	0.3%	583,017,207	99.7%	1,530,070	0.3%	123,516	N/A	Poll	F+A
29	Y	Pass	No	For	1.2%	577,415,280	98.8%	7,241,081	1.2%	14,433	N/A	Poll	F+A

### **ArcelorMittal SA**

Meeting ID: 1294571 Meeting Date: 05/07/2019 Country: Luxembourg Primary Security ID: L0302D210 **Record Date:** 04/23/2019 Meeting Type: Annual Ticker: MT Primary CUSIP: L0302D210 Primary ISIN: LU1598757687 Primary SEDOL: BYPBS67 Proxy Level: N/A Earliest Cutoff Date: 04/30/2019 Shares Voted: 45,291 Votable Shares: 45,291 \*Shares on Loan: 0 Shares Instructed: 45,291 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Annual Meeting Agenda	Mgmt	No								
1	Receive Board's and Auditor's Reports	Mgmt	No								
I	Approve Consolidated Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

Blended Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

## **ArcelorMittal SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
II	Approve Financial Statements		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F audit procedures used.	FOR these items is war	ranted due to a	lack of con	cern regarding	the accounts p	presented or					
	Blended Rationale: A vote FOR t procedures used.	these items is warrante	ed due to a lack	of concern	regarding the	accounts prese	ented or audit					
III	Approve Allocation of Income a of USD 0.20 Per Share	and Dividends	Mgmt	Yes	For	For		For	For	No	No	No
IV	Approve Remuneration of Direct	ctors	Mgmt	Yes	For	For		For	For	No	No	No
V	Approve Discharge of Directors	i	Mgmt	Yes	For	For		For	For	No	No	No
VI	Reelect Vanisha Mittal Bhatia a	s Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F membership;* The board is suffi	-					ations for board	d				
	Blended Rationale: A vote FOR is membership;* The board is suffi			-			s for board					
VII	Reelect Suzanne Nimocks as D	irector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F membership;* The board is suffi	-					ations for board	d				
	Blended Rationale: A vote FOR is membership;* The board is suffi	•					s for board					
VIII	Reelect Jeannot Krecke as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F membership;* The board is suffi						ations for board	d				
	Blended Rationale: A vote FOR is membership;* The board is suffi			-			s for board					
IX	Reelect Karel De Gucht as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F membership;* The board is suffi	•					ations for board	d				
	Blended Rationale: A vote FOR in membership;* The board is suffi	•					s for board					
Х	Ratify Deloitte as Auditor		Mgmt	Yes	For	For		For	For	No	No	No
XI	Approve Share Plan Grant Undo Performance Share Unit Plan	er the	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		dnicoll	04/15/2019	dnicoll	04/15/2019		45,291		45,291
								Total Shares	. ====	45,291		45,291



Location(s): All Locations
Institution Account(s): CAT

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	N												
I	Υ	Pass	No	For	0.2%	703,347,723	99.8%	106,519	0.0%	1,463,232	0.2%	Poll	F+A+AB
II	Υ	Pass	No	For	0.2%	703,344,054	99.8%	105,825	0.0%	1,467,595	0.2%	Poll	F+A+AB
III	Υ	Pass	No	For	0.1%	703,882,242	99.9%	145,761	0.0%	889,471	0.1%	Poll	F+A+AB
IV	Υ	Pass	No	For	2.4%	687,608,283	97.5%	16,411,117	2.3%	898,074	0.1%	Poll	F+A+AB
٧	Υ	Pass	No	For	N/A	693,550,280	N/A	5,682,186	N/A	5,685,008	N/A	Poll	F+A+AB
VI	Υ	Pass	No	For	1.3%	695,616,456	98.7%	2,729,998	0.4%	6,571,020	0.9%	Poll	F+A+AB
VII	Υ	Pass	No	For	1.6%	693,394,030	98.4%	4,443,789	0.6%	7,079,655	1.0%	Poll	F+A+AB
VIII	Υ	Pass	No	For	1.6%	693,647,373	98.4%	4,490,835	0.6%	6,779,266	1.0%	Poll	F+A+AB
IX	Υ	Pass	No	For	1.5%	694,364,102	98.5%	3,980,801	0.6%	6,572,571	0.9%	Poll	F+A+AB
x	Υ	Pass	No	For	0.7%	699,773,786	99.3%	4,301,042	0.6%	842,646	0.1%	Poll	F+A+AB
XI	Υ	Pass	No	For	5.7%	664,423,105	94.3%	39,552,381	5.6%	941,988	0.1%	Poll	F+A+AB

## **Barrick Gold Corporation**

Meeting Date: 05/07/2019	Country: Canada	Primary Securi	ty ID: 067901108	Meeting ID: 1294774
<b>Record Date:</b> 03/08/2019	Meeting Type: Annual	Ticker: ABX		
Primary CUSIP: 067901108	<b>Primary ISIN:</b> CA0679011084	Primary SEDOL: 2	2024644	Proxy Level: 3
Earliest Cutoff Date: 05/02/2019	Shares Voted: 159,328	Votable Shares: 159,328	*Shares on Loan: 0	Shares Instructed: 159,328
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Mark Bristow	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee	?S.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.2	Elect Director Gustavo A. Cisneros	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee	25.									

Blended Rationale: Vote FOR all proposed nominees.



Location(s): All Locations
Institution Account(s): CAT

# **Barrick Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1.3	Elect Director Christopher L. Co	leman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.4	Elect Director J. Michael Evans		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.5	Elect Director Brian L. Greenspu	ın	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.6	Elect Director J. Brett Harvey		Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.7	Elect Director Andrew J. Quinn		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all J	proposed nominees.										
1.8	Elect Director John L. Thornton		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all J	proposed nominees.										
2	Approve PricewaterhouseCoope Auditors and Authorize Board to Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Executive Con Approach	npensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
CAT, 3916	592	000391692	Confirmed		arussell	05/03/2019	arussell	05/03/2019		159,328		159,328
								Total Shares	:	159,328	_	159,328

Meeting Results	
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Outstan	ding Shares \	Voted:			Result	s Available: Parti	al						
Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Type	



Location(s): All Locations Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.0%	1,109,397,049	99.0%	11,598,583	1.0%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	14.2%	961,728,848	85.8%	159,266,784	14.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	2.1%	1,097,081,966	97.9%	23,913,666	2.1%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.5%	1,115,881,131	99.5%	5,114,501	0.5%	N/A	N/A	Proxy	F+A
1.5	Y	Pass	No	For	3.7%	1,080,022,460	96.3%	40,973,172	3.7%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	3.0%	1,086,915,600	97.0%	34,080,032	3.0%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.0%	1,109,839,622	99.0%	11,156,010	1.0%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	5.2%	1,062,563,191	94.8%	58,432,441	5.2%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	1,146,541,346	92.7%	90,664,103	7.3%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	7.9%	1,032,046,230	92.1%	88,949,302	7.9%	N/A	N/A	Proxy	F+A

## **Yara International ASA**

Meeting Date: 05/07/2019

Country: Norway

Meeting Type: Annual

Primary Security ID: R9900C106

Ticker: YAR

Primary CUSIP: R9900C106

**Record Date:** 

Primary ISIN: NO0010208051

Primary SEDOL: 7751259

\*Shares on Loan: 0

Shares Instructed: 30,592

Meeting ID: 1280767

Earliest Cutoff Date: 04/29/2019 Total Ballots: 1

Shares Voted: 30,592

Votable Shares: 30,592

**Additional Policy:** 

Proxy Level: N/A

Voting Policy: ISS

	· · · · · · · · · · · · · · · · · · ·										
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Open Meeting; Approve Notice of Meeting and Agenda	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting i	formalities.									
	Blended Rationale: These are routine meeting forma	alities.									
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting t	formalities.									
	Blended Rationale: These are routine meeting formation	alities.									
3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 6.50 Per Share	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **Yara International ASA**

Tara	International ASA										
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Advisory)	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR Item 4.1 is warra with market practice. A vote AGAINST Item 4.2 is war backward-looking performance period.		-		-						
	Blended Rationale: A vote FOR Item 4.1 is warranted market practice. A vote AGAINST Item 4.2 is warranted backward-looking performance period.			-							
4.2	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Binding)	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR Item 4.1 is warra with market practice. A vote AGAINST Item 4.2 is ward backward-looking performance period.		-		-						
	Blended Rationale: A vote FOR Item 4.1 is warranted market practice. A vote AGAINST Item 4.2 is warranted backward-looking performance period.			-							
5	Approve Company's Corporate Governance Statement	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Directors in the Amount of NOK 646,000 for the Chairman, NOK 386,000 for the Vice Chairman, and NOK 340,000 for the Other Directors; Approve Committee Fees	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposed fees.	on proposals is v	varranted be	ecause of a lad	ck of concern r	egarding the					
	Blended Rationale: A vote FOR these remuneration prifees.	roposals is warra	nted becaus	se of a lack of	concern regard	ding the propose	ed				
8	Approve Remuneration of Nominating Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposed fees.	on proposals is v	warranted be	ecause of a lad	ck of concern r	egarding the					
	Blended Rationale: A vote FOR these remuneration prifees.	roposals is warra	nted becaus	se of a lack of	concern regard	ding the propose	ed				
9	Amend Articles Re: Board-Related	Mgmt	Yes	For	For		For	For	No	No	No
10	Elect Kimberly Lein-Mathisen, Adele Bugge Norman Pran and Hakon Reistad Fure as New Directors	Mgmt	Yes	For	For		For	For	No	No	No
11	Approve NOK 1.4 Million Reduction in Share Capital via Share Cancellation and Redemption; Amend Articles of Association Accordingly	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

## **Yara International ASA**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	rpestana	04/29/2019	rpestana	04/29/2019	30,592	30,592
						Total Shares:	30,592	30,592

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results	Available:	Partial
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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	170,410,040	N/A	0	N/A	12,144	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	170,408,479	N/A	800	N/A	0	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	169,361,645	N/A	1,048,057	N/A	12,482	N/A	Poll	F+A+AB
4.1	Υ	Pass	No	For	N/A	168,889,260	N/A	1,517,846	N/A	15,078	N/A	Poll	F+A+AB
4.2	Υ	Pass	No	For	N/A	145,758,449	N/A	22,447,223	N/A	2,216,512	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	170,403,463	N/A	3,521	N/A	15,200	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	169,660,179	N/A	747,194	N/A	14,811	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	170,390,415	N/A	5,615	N/A	26,154	N/A	Poll	F+A+AB
8	Υ	Pass	No	For	N/A	170,390,018	N/A	5,602	N/A	26,564	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	N/A	170,001,284	N/A	408,807	N/A	11,593	N/A	Poll	F+A+AB
10	Υ	Pass	No	For	N/A	165,376,597	N/A	1,324,290	N/A	3,721,297	N/A	Poll	F+A+AB
11	Υ	Pass	No	For	N/A	170,406,311	N/A	5,171	N/A	10,702	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	N/A	167,524,092	N/A	2,886,761	N/A	11,331	N/A	Poll	F+A+AB

## **GlaxoSmithKline Plc**

Meeting Date: 05/08/2019 Record Date: 05/03/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID: G3910J112 Ticker: GSK	<b>Meeting ID:</b> 1305847
Primary CUSIP: G3910J112	<b>Primary ISIN:</b> GB0009252882	Primary SEDOL: 0925288	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): CAT

#### GlaxoSmithKline Plc

Earliest Cutoff Date: 05/01/2019 Shares Voted: 31,490 Votable Shares: 31,490 Shares Instructed: 31,490 \*Shares on Loan: 0 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Proposal ISS Rec **Policy Rec Policy Rec** Instruction Number Proponent Mgmt Rec Mgmt Policy ISS Accept Financial Statements and Statutory 1 Mgmt Yes For For For For No No No 2 Approve Remuneration Report Mgmt Yes For For For For No No No 3 Elect Iain Mackay as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Re-elect Philip Hampton as Director Mgmt For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. 5 Re-elect Emma Walmsley as Director For For Mgmt Yes For For Nο Nο Nο Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Re-elect Vindi Banga as Director Mgmt For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. 7 Re-elect Dr Hal Barron as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Re-elect Dr Vivienne Cox as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Re-elect Lynn Elsenhans as Director Mgmt Yes For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. 10 Re-elect Dr Laurie Glimcher as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): CAT

## **GlaxoSmithKline Plc**

Ciux									Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
11	Re-elect Dr Jesse Goodman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
12	Re-elect Judy Lewent as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
13	Re-elect Urs Rohner as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
14	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warr recommended limits.	anted because	e the propos	ed amounts ar	nd durations are	e within					
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warr recommended limits.	anted because	e the propos	sed amounts ar	nd durations are	e within					
19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warr recommended limits.	anted because	e the propos	ed amounts ar	nd durations are	e within					
20	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports	Mgmt	Yes	For	For		For	For	No	No	No
22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **GlaxoSmithKline Plc**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	rpestana	04/29/2019	rpestana	04/29/2019	31,490	31,490
						Total Shares:	31,490	31,490

#### **Meeting Results**

Outstanding Shares Voted: 4,987,806,108

Results Available: Full

Outstanding Shares	<b>voteu.</b> 4,307,0	00,100	Results Available. 1 till										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.1%	3,556,826,649	100.0%	1,863,433	0.1%	7,283,024	N/A	Poll	F+A
2	Υ	Pass	No	For	11.2%	3,157,857,593	88.8%	399,443,579	11.2%	8,672,905	N/A	Poll	F+A
3	Υ	Pass	No	For	1.4%	3,509,580,387	98.6%	51,394,236	1.4%	4,999,291	N/A	Poll	F+A
4	Υ	Pass	No	For	1.1%	3,523,220,874	98.9%	37,814,132	1.1%	4,939,054	N/A	Poll	F+A
5	Υ	Pass	No	For	0.5%	3,543,610,930	99.5%	17,645,007	0.5%	4,724,016	N/A	Poll	F+A
6	Υ	Pass	No	For	1.1%	3,520,241,639	98.9%	40,257,748	1.1%	5,474,256	N/A	Poll	F+A
7	Υ	Pass	No	For	0.5%	3,542,101,484	99.5%	19,107,976	0.5%	4,763,464	N/A	Poll	F+A
8	Υ	Pass	No	For	1.2%	3,494,225,537	98.9%	40,751,267	1.2%	30,997,813	N/A	Poll	F+A
9	Υ	Pass	No	For	0.5%	3,543,230,972	99.5%	17,848,986	0.5%	4,893,685	N/A	Poll	F+A
10	Υ	Pass	No	For	0.5%	3,543,924,853	99.5%	17,255,115	0.5%	4,793,241	N/A	Poll	F+A
11	Υ	Pass	No	For	0.5%	3,543,465,739	99.5%	17,643,172	0.5%	4,864,732	N/A	Poll	F+A
12	Υ	Pass	No	For	1.3%	3,513,131,684	98.7%	47,693,254	1.3%	5,154,954	N/A	Poll	F+A
13	Υ	Pass	No	For	3.5%	3,434,585,693	96.5%	126,031,133	3.5%	5,356,667	N/A	Poll	F+A
14	Υ	Pass	No	For	0.1%	3,557,236,743	99.9%	4,327,420	0.1%	4,412,192	N/A	Poll	F+A
15	Υ	Pass	No	For	0.2%	3,554,992,184	99.8%	6,020,952	0.2%	4,948,179	N/A	Poll	F+A
16	Υ	Pass	No	For	2.0%	3,471,514,277	98.0%	70,681,915	2.0%	23,791,786	N/A	Poll	F+A
17	Υ	Pass	No	For	3.2%	3,444,525,603	96.8%	114,953,481	3.2%	6,482,169	N/A	Poll	F+A
18	Υ	Pass	No	For	2.2%	3,480,629,187	97.8%	76,741,126	2.2%	8,607,071	N/A	Poll	F+A
19	Y	Pass	No	For	4.7%	3,390,801,857	95.3%	166,798,143	4.7%	8,370,163	N/A	Poll	F+A
20	Y	Pass	No	For	1.4%	3,509,141,893	98.6%	50,794,321	1.4%	6,028,543	N/A	Poll	F+A
21	Υ	Pass	No	For	0.5%	3,524,087,916	99.5%	17,395,554	0.5%	24,488,266	N/A	Poll	F+A



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
22	Y	Pass	No	For	7.6%	3,271,677,728	92.4%	269,908,346	7.6%	24,387,840	N/A	Poll	F+A

#### **GlaxoSmithKline Plc**

Meeting Date: 05/08/2019 Country: United Kingdom Primary Security ID: G39103112 Meeting ID: 1317684

Record Date: 05/03/2019 Meeting Type: Special Ticker: GSK

 Primary CUSIP: G39103112
 Primary ISIN: G80009252882
 Primary SEDOL: 0925288
 Proxy Level: N/A

Earliest Cutoff Date: 05/01/2019 Shares Voted: 31,490 Votable Shares: 31,490 \*Shares on Loan: 0 Shares Instructed: 31,490

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Approve Consumer Healthcare Joint Venture with Pfizer Inc.	Mgmt	Yes	For	For		For	For	No	No	No

Ballot Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Da Name Ap	ate oproved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	rpestana	04/29/2019	rpestana 04	/29/2019	31,490	31,490
					To	otal Shares:	31,490	31,490

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	٧	Pacc	No	For	0.2%	3 496 633 023	99 9%	5 302 329	0.2%	24 272 073	N/Δ	Poll	F±Δ

### **Kinross Gold Corporation**

Meeting Date: 05/08/2019 Country: Canada Primary Security ID: 496902404 Meeting ID: 1296063

Record Date: 03/15/2019 Meeting Type: Annual/Special Ticker: K

 Primary CUSIP: 496902404
 Primary ISIN: CA4969024047
 Primary SEDOL: 803Z841
 Proxy Level: 3

Earliest Cutoff Date: 05/03/2019 Shares Voted: 543,248 Votable Shares: 543,248 \*Shares on Loan: 0 Shares Instructed: 543,248

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Ian Atkinson	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

# **Kinross Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1.2	Elect Director John A. Brough		Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ve been identi	ified at this time	е.					
1.3	Elect Director Kerry D. Dyte		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ive been identi	ified at this time	е.					
1.4	Elect Director Ave G. Lethbridg	e	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ve been identi	ified at this time	е.					
1.5	Elect Director Catherine McLeo	d-Seltzer	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ve been identi	ified at this time	е.					
1.6	Elect Director Kelly J. Osborne		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ve been identi	ified at this time	е.					
1.7	Elect Director J. Paul Rollinson		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ve been identi	ified at this time	е.					
1.8	Elect Director David A. Scott		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ve been identi	ified at this time	е.					
2	Approve KPMG LLP as Auditors Board to Fix Their Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Amend Restricted Share Plan		Mgmt	Yes	For	For		For	For	No	No	No
4	Advisory Vote on Executive Con Approach	mpensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails	Custodian			Inchustos	Date	Anneo	Date				
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
CAT, 3916	592	000391692	Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		543,248		543,248
								Total Shares	:	543,248		543,248



Location(s): All Locations
Institution Account(s): CAT

## **Kinross Gold Corporation**

#### **Meeting Results**

Outstanding Shares Voted:

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.3%	828,058,281	98.7%	11,051,696	1.3%	N/A	N/A	Proxy	F+A
1.2	Y	Pass	No	For	12.2%	736,711,093	87.8%	102,398,884	12.2%	N/A	N/A	Proxy	F+A
1.3	Y	Pass	No	For	0.7%	833,484,366	99.3%	5,625,611	0.7%	N/A	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.4%	835,496,142	99.6%	3,613,835	0.4%	N/A	N/A	Proxy	F+A
1.5	Y	Pass	No	For	6.8%	781,795,781	93.2%	57,314,196	6.8%	N/A	N/A	Proxy	F+A
1.6	Y	Pass	No	For	0.7%	833,256,745	99.3%	5,853,232	0.7%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.6%	833,876,618	99.4%	5,233,359	0.6%	N/A	N/A	Proxy	F+A
1.8	Y	Pass	No	For	0.5%	835,319,636	99.5%	3,790,341	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.5%	922,567,344	99.5%	4,695,862	0.5%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	5.2%	795,330,058	94.8%	43,908,917	5.2%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	24.6%	633,120,686	75.4%	206,123,991	24.6%	N/A	N/A	Proxy	F+A

## **Wheaton Precious Metals Corp.**

Meeting Date: 05/09/2019	Country: Canada	Primary Security II	<b>D:</b> 962879102	Meeting ID: 1297855
<b>Record Date:</b> 03/20/2019	Meeting Type: Annual/Special	Ticker: WPM		
Primary CUSIP: 962879102	Primary ISIN: CA9628791027	<b>Primary SEDOL:</b> BF13k	KN5	Proxy Level: 3
Earliest Cutoff Date: 05/06/2019	Shares Voted: 89,315	Votable Shares: 89,315	*Shares on Loan: 0	Shares Instructed: 89,315
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
a1	Elect Director George L. Brack	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominees	s as no signific	cant concern	s have been id	lentified at this	time.					
	Blended Rationale: Vote FOR all proposed nominees as i	no significant (	concerns ha	ve been identif	ied at this time	<u>,</u>					
a2	Elect Director John A. Brough	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominees	s as no signific	cant concern	s have been id	lentified at this	time.					

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.



Location(s): All Locations
Institution Account(s): CAT

# **Wheaton Precious Metals Corp.**

Proposal Number	Proposal Text	Propone	Votable nt Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
a3	Elect Director R. Peter Gillin	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	ified at this time	е.					
a4	Elect Director Chantal Gosselin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	ified at this time	е.					
a5	Elect Director Douglas M. Holtby	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	rified at this time	e.					
a6	Elect Director Charles A. Jeannes	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	rified at this time	е.					
a7	Elect Director Eduardo Luna	For	Withhold	Yes	Yes	Yes					
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	rified at this time	e.					
a8	Elect Director Marilyn Schonberner	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	rified at this tim	e.					
a9	Elect Director Randy V. J. Smallwood	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	sed nominees as no sig	nificant conce	rns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed n	nominees as no significa	ant concerns h	ave been ident	rified at this time	e.					
b	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt n	Yes	For	For		For	For	No	No	No
С	Advisory Vote on Executive Compensation Approach	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D											
	onal Account Detail Custodiar e, IA Number) Account I		Status	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
CAT, 3916	592 000391692	2 Confirm	ned	rpestana	05/01/2019	rpestana	05/01/2019		89,315		89,315
							Total Shares	S:	89,315		89,315



Location(s): All Locations
Institution Account(s): CAT

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
a1	Υ	Pass	No	For	4.2%	278,125,184	95.8%	12,139,328	4.2%	N/A	N/A	Proxy	F+A
a2	Υ	Pass	No	For	7.8%	267,610,467	92.2%	22,654,045	7.8%	N/A	N/A	Proxy	F+A
a3	Υ	Pass	No	For	9.8%	261,747,140	90.2%	28,517,372	9.8%	N/A	N/A	Proxy	F+A
a4	Υ	Pass	No	For	0.2%	289,541,110	99.8%	723,402	0.2%	N/A	N/A	Proxy	F+A
a5	Υ	Pass	No	For	6.9%	270,253,706	93.1%	20,010,806	6.9%	N/A	N/A	Proxy	F+A
a6	Υ	Pass	No	For	0.6%	288,643,472	99.4%	1,621,040	0.6%	N/A	N/A	Proxy	F+A
a7	Υ	Pass	No	For	10.4%	260,173,733	89.6%	30,090,779	10.4%	N/A	N/A	Proxy	F+A
a8	Υ	Pass	No	For	0.9%	287,667,742	99.1%	2,596,770	0.9%	N/A	N/A	Proxy	F+A
a9	Υ	Pass	No	For	1.3%	286,540,065	98.7%	3,724,447	1.3%	N/A	N/A	Proxy	F+A
b	Υ	Pass	No	For	0.9%	345,813,117	99.1%	3,258,609	0.9%	N/A	N/A	Proxy	F+A
С	Υ	Pass	No	For	6.0%	272,953,764	94.0%	17,310,476	6.0%	N/A	N/A	Proxy	F+A

## **Man Group plc**

Meeting Date: 05/10/2019Country: United KingdomPrimary Security ID: G5790V172Meeting ID: 1300996

Record Date: 05/08/2019 Meeting Type: Annual Ticker: EMG

 Primary CUSIP: G5790V172
 Primary ISIN: G800883VD954
 Primary SEDOL: B83VD95
 Proxy Level: N/A

 Earliest Cutoff Date: 05/03/2019
 Shares Voted: 660,309
 Votable Shares: 660,309
 \*Shares on Loan: 0
 Shares Instructed: 660,309

 Total Ballots: 1
 Voting Policy: ISS
 Additional Policy:

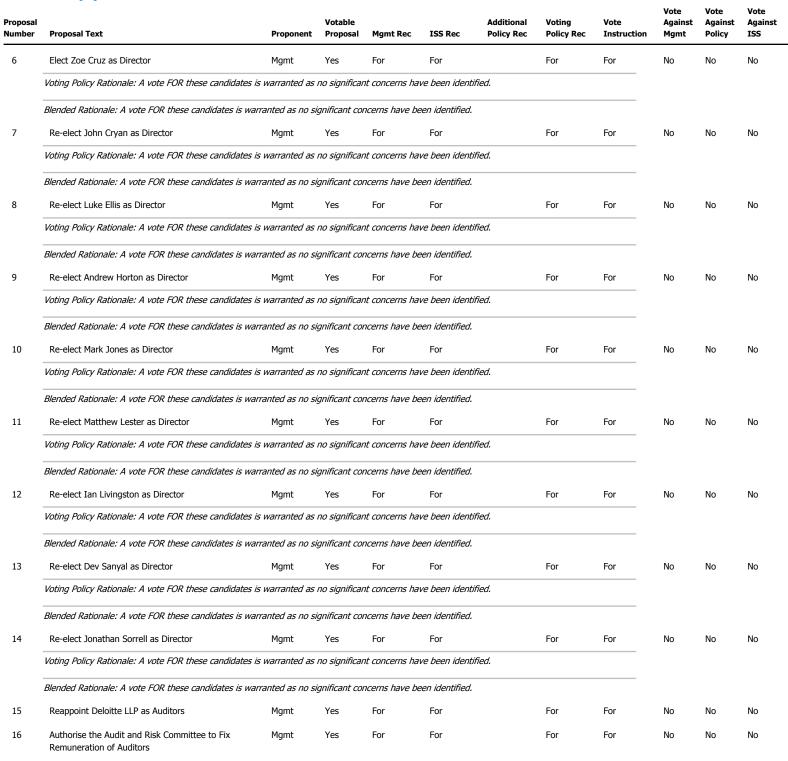
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Re-elect Katharine Barker as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.										
5	Re-elect Richard Berliand as Director	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.											

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): CAT

### **Man Group plc**





Location(s): All Locations
Institution Account(s): CAT

## **Man Group plc**

Proposal lumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise EU Political Donation	ns and	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	and durations a	re within					
19	Authorise Issue of Equity with Rights	nout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	and durations a	re within					
20	Authorise Issue of Equity with Rights in Connection with an Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	and durations a	re within					
21	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
22	Authorise the Company to Ca Meeting with Two Weeks' No		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 39169	92	391692	Confirmed		rpestana	04/30/2019	rpestana	04/30/2019		660,309		660,309
								Total Shares		660,309		660,309

### **Meeting Results**

Outstanding Shares Voted: 1,542,278,975 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	1,091,058,085	100.0%	43,030	0.0%	1,000,367	N/A	Poll	F+A
2	Υ	Pass	No	For	6.4%	1,021,697,914	93.6%	69,956,885	6.4%	434,650	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	1,092,086,671	100.0%	9,696	0.0%	5,115	N/A	Poll	F+A
4	Υ	Pass	No	For	0.3%	1,088,782,072	99.7%	2,847,374	0.3%	473,910	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	1,085,151,302	99.4%	6,454,474	0.6%	509,613	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
6	Υ	Pass	No	For	0.3%	1,088,761,569	99.7%	2,836,732	0.3%	505,055	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	1,087,284,694	99.6%	4,310,396	0.4%	508,266	N/A	Poll	F+A
8	Y	Pass	No	For	0.3%	1,088,489,324	99.7%	3,455,386	0.3%	158,646	N/A	Poll	F+A
9	Y	Pass	No	For	0.6%	1,084,583,773	99.4%	7,012,919	0.6%	506,664	N/A	Poll	F+A
10	Y	Pass	No	For	1.1%	1,079,457,036	98.9%	12,131,470	1.1%	514,850	N/A	Poll	F+A
11	Y	Pass	No	For	0.4%	1,087,436,828	99.6%	4,139,105	0.4%	527,423	N/A	Poll	F+A
12	Y	Pass	No	For	8.7%	996,620,722	91.3%	94,778,693	8.7%	703,941	N/A	Poll	F+A
13	Υ	Pass	No	For	0.3%	1,088,383,346	99.7%	3,210,014	0.3%	509,996	N/A	Poll	F+A
14	Υ	Pass	No	For	0.4%	1,087,736,677	99.7%	3,859,889	0.4%	506,790	N/A	Poll	F+A
15	Υ	Pass	No	For	0.0%	1,091,533,959	100.0%	438,211	0.0%	131,186	N/A	Poll	F+A
16	Υ	Pass	No	For	0.1%	1,090,532,754	99.9%	1,460,076	0.1%	110,526	N/A	Poll	F+A
17	Υ	Pass	No	For	0.6%	1,085,235,175	99.4%	6,703,738	0.6%	164,443	N/A	Poll	F+A
18	Υ	Pass	No	For	13.7%	942,498,662	86.3%	149,547,668	13.7%	57,026	N/A	Poll	F+A
19	Y	Pass	No	For	12.2%	958,648,843	87.8%	133,366,678	12.2%	87,835	N/A	Poll	F+A
20	Y	Pass	No	For	22.1%	851,200,006	78.0%	240,804,931	22.1%	98,419	N/A	Poll	F+A
21	Y	Pass	No	For	4.6%	1,040,834,137	95.4%	50,598,876	4.6%	670,343	N/A	Poll	F+A
22	Y	Pass	No	For	7.5%	1,010,508,574	92.5%	81,561,983	7.5%	32,259	N/A	Poll	F+A

## **Man Group plc**

Meeting Date: 05/10/2019 Record Date: 05/08/2019	Country: United Kingdom Meeting Type: Special	Primary Security ID: G5790V172 Ticker: EMG	<b>Meeting ID:</b> 1324547
Primary CUSIP: G5790V172	Primary ISIN: GB00B83VD954	Primary SEDOL: B83VD95	Proxy Level: N/A

Earliest Cutoff Date: 05/03/2019 Shares Voted: 660,309 Votable Shares: 660,309 \*Shares on Loan: 0 Shares Instructed: 660,309

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Matters Relating to the Introduction of a New Holding Company	Mgmt	Yes	For	For		For	For	No	No	No
2	Amend Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Reduction of Capital	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **Man Group plc**

Rallot	Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	rpestana	04/30/2019	rpestana	04/30/2019	660,309	660,309
						Total Shares:	660,309	660,309

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.1%	1,084,445,634	99.9%	1,314,293	0.1%	64,122	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	1,084,448,634	99.9%	1,311,293	0.1%	64,122	N/A	Poll	F+A
3	Υ	Pass	No	For	0.1%	1,084,448,526	99.9%	1,301,646	0.1%	73,877	N/A	Poll	F+A

# **Man Group plc**

Meeting Date: 05/10/2019 Record Date: 05/08/2019	Country: United Kingdom  Meeting Type: Court	Primary Security Ticker: EMG	<b>y ID:</b> G5790V172	<b>Meeting ID:</b> 1324548
Primary CUSIP: G5790V172	Primary ISIN: GB00B83VD954	Primary SEDOL: B8	83VD95	Proxy Level: N/A
Earliest Cutoff Date: 05/03/2019	Shares Voted: 660,309	Votable Shares: 660,309	*Shares on Loan: 0	Shares Instructed: 660,309
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Court Meeting		Mgmt	No								
1	Approve Scheme of Arrangement	t	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares		Shares Voted
CAT, 39169	92	391692	Confirmed		rpestana	04/30/2019	rpestana	04/30/2019		660,309		660,309
								Total Shares:		660,309		660,309

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal	•	Proposal	Rec	Level		For	-	Against		Abstain	Туре	



Shares Instructed: 22,130

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.1%	1.095.436.886	99.9%	702.857	0.1%	N/A	N/A	Poll	F+A

### **Deutsche Post AG**

Earliest Cutoff Date: 05/03/2019

Meeting Date: 05/15/2019 Country: Germany Primary Security ID: D19225107 Meeting ID: 1299281 **Record Date:** Meeting Type: Annual Ticker: DPW Primary CUSIP: D19225107 **Primary ISIN:** DE0005552004 Proxy Level: N/A Primary SEDOL: 4617859

\*Shares on Loan: 0

Votable Shares: 22,130

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Shares Voted: 22,130

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)	Mgmt	No								
2	Approve Allocation of Income and Dividends of EUR 1.15 per Share	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Discharge of Management Board for Fiscal 2018	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these proposals a their fiduciary duties.	are warranted as t	there is no e	evidence that t	the boards have	e not fulfilled					
	Blended Rationale: Votes FOR these proposals are wifiduciary duties.	varranted as there	is no evide	nce that the b	oards have not	fulfilled their					
4	Approve Discharge of Supervisory Board for Fiscal 2018	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these proposals a their fiduciary duties.	are warranted as t	there is no e	evidence that t	the boards have	e not fulfilled					
	Blended Rationale: Votes FOR these proposals are wifiduciary duties.	varranted as there	is no evidei	nce that the b	oards have not	fulfilled their					
5		varranted as there	is no eviden	nce that the b	<i>oards have not</i> For	fulfilled their	For	For	No	No	No
5 6.1	fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as					fulfilled their	For For	For For	No No	No No	No No
	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory	Mgmt Mgmt	Yes	For	For	fulfilled their					
	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019 Reelect Simone Menne to the Supervisory Board	Mgmt Mgmt minees are warran	Yes	For	For	fulfilled their					
	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Board  Voting Policy Rationale: Votes FOR the proposed nor	Mgmt Mgmt minees are warran	Yes	For	For	fulfilled their					
6.1	fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Board  Voting Policy Rationale: Votes FOR the proposed non-Blended Rationale: Votes FOR the proposed nomineed Reelect Stefan Schulte to the Supervisory	Mgmt Mgmt minees are warrar es are warranted. Mgmt	Yes Yes nted. Yes	For	For	fulfilled their	For	For	No	No	No
6.1	fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Board  Voting Policy Rationale: Votes FOR the proposed non-Blended Rationale: Votes FOR the proposed nomineed Reelect Stefan Schulte to the Supervisory Board	Mgmt  Mgmt  minees are warrar es are warranted.  Mgmt  minees are warrar	Yes Yes nted. Yes	For	For	fulfilled their	For	For	No	No	No

Blended Rationale: Votes FOR the proposed nominees are warranted.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

### **Deutsche Post AG**

Ballot	<b>Details</b>
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Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	rpestana	04/29/2019	rpestana	04/29/2019	22,130	22,130
						Total Shares:	22,130	22,130

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	N												
2	Υ	Pass	No	For	0.1%	815,642,822	99.9%	706,657	0.1%	423,352	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Y	Pass	No	For	2.6%	795,495,416	97.4%	8,126,819	1.0%	13,119,163	1.6%	Poll	F+A+AB
5	Y	Pass	No	For	4.9%	776,301,625	95.1%	453,810	0.1%	39,969,776	4.9%	Poll	F+A+AB
6.1	Y	Pass	No	For	1.1%	807,314,420	98.8%	8,231,297	1.0%	1,192,867	0.1%	Poll	F+A+AB
6.2	Υ	Pass	No	For	14.9%	694,619,650	85.0%	120,847,027	14.8%	1,255,193	0.2%	Poll	F+A+AB
6.3	Y	Pass	No	For	0.9%	809,076,004	99.1%	6,268,802	0.8%	1,370,522	0.2%	Poll	F+A+AB

## **Equinor ASA**

Equi	nor ASA											
Meeting Record I	<b>Date:</b> 05/15/2019 <b>Date:</b>	Country: Norway Meeting Type: Annu	ıal		Primary Ticker:	<b>y Security ID</b> EQNR	: R2R90P103		Meeting ID: 1289984			
Primary C	:USIP: R2R90P103	Primary ISIN: NO0010	096985		Primary	<b>SEDOL:</b> 713360	8		Proxy Level: N/A			
	utoff Date: 05/08/2019	Shares Voted: 60,190 Voting Policy: ISS	Votable Shares: 60,190 *Shares on Loan: 0 Additional Policy:					Shares Instructed: 60,190				
Proposal Number Proposal Text		Totalig Tolley Las	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	1 Open Meeting Mgmt		Mgmt	No								
	Voting Policy Rationale: These are routine meeting formalities.											

Blended Rationale: These are routine meeting formalities.

Registration of Attending Shareholders and

Proxies

2

Mgmt No

Voting Policy Rationale: These are routine meeting formalities.

Blended Rationale: These are routine meeting formalities.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

## **Equinor ASA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Elect Chairman of Meeting	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting for	malities.									
	Blended Rationale: These are routine meeting formalit	ies.									
4	Approve Notice of Meeting and Agenda	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting for	malities.									
	Blended Rationale: These are routine meeting formalit	ies.									
5	Designate Inspector(s) of Minutes of Meeting	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting for	malities.									
	Blended Rationale: These are routine meeting formalit	ies.									
6	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of USD 0.26 Per Share	Mgmt	Yes	For	For		For	For	No	No	No
7	Authorize Board to Distribute Dividends	Mgmt	Yes	For	For		For	For	No	No	No
	Shareholder Proposals	Mgmt	No								
8	Discontinuation of Exploration Drilling in Frontier Areas, Immature Areas, and Particularly Sensitive Areas	SH	Yes	Against	Against		Against	Against	No	No	No
9	Instruct Company to Set and Publish Targets Aligned with the Goal of the Paris Climate Agreement to Limit Global Warming	SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
10	Instruct Board to Present a Strategy for Business Transformation from Producing Energy from Fossil Sources to Renewable Energy	SH	Yes	Against	Against		Against	Against	No	No	No
	Management Proposals	Mgmt	No								
11	Approve Company's Corporate Governance Statement	Mgmt	Yes	For	For		For	For	No	No	No
12.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Advisory)	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR Items 12.1 and 12 described and does not contravene European executiv			e proposed rei	muneration polic	cy is well					
	Blended Rationale: A vote FOR Items 12.1 and 12.2 is and does not contravene European executive remuner		ause the pro	posed remune	eration policy is	well described					
12.2	Approve Remuneration Linked to Development of Share Price (Binding)	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR Items 12.1 and 12	2.2 is warranted	because the	e proposed rei	muneration polic	cy is well					

Voting Policy Rationale: A vote FOR Items 12.1 and 12.2 is warranted because the proposed remuneration policy is we described and does not contravene European executive remuneration practice.

Blended Rationale: A vote FOR Items 12.1 and 12.2 is warranted because the proposed remuneration policy is well described and does not contravene European executive remuneration practice.

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

# **Equinor ASA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Agains Policy	Vote t Against ISS	
13	Approve Remuneration of Audito	ors	Mgmt	Yes	For	For		For	For	No	No	No	
14	Ratify Ernst & Young as Auditors	5	Mgmt	Yes	For	For		For	For	No	No	No	
15	Approve Remuneration of Corpo Assembly	rate	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FC proposed fees.	OR these remuneration	n proposals is v	varranted b	ecause of a lac	k of concern re	egarding the						
	Blended Rationale: A vote FOR th fees.	ese remuneration pro	posals is warra	nted becaus	se of a lack of	concern regard	ling the propos	ed					
16	Approve Remuneration of Nomir Committee	nating	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FC proposed fees.	OR these remuneration	n proposals is v	varranted be	ecause of a lac	k of concern re	egarding the						
	Blended Rationale: A vote FOR the fees.	ese remuneration pro	posals is warra	nted becaus	se of a lack of	concern regard	ling the propos	ed					
17	Approve Equity Plan Financing		Mgmt	Yes	For	Against		Against	For	No	Yes	Yes	
	Voting Policy Rationale: A vote AGAINST this item is warranted, as the share repurchase would fund equity-plans with insufficiently long vesting periods.												
	Blended Rationale: A vote AGAINS long vesting periods.	ST this item is warran	ted, as the sha	re repurcha	se would fund	equity-plans w	vith insufficienti	'y					
18	Authorize Share Repurchase Pro Cancellation of Repurchased Sha	-	Mgmt	Yes	For	For		For	For	No	No	No	
	Shareholder Proposal		Mgmt	No									
19	Immediately Abandon All Equino Within CO2 Capture and Storage		SH	Yes	Against	Against		Against	Against	No	No	No	
Ballot D	etails												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted	
CAT, 3916	92	391692	Confirmed		arussell	05/03/2019	arussell	05/03/2019		60,190		60,190	
								Total Shares	:	60,190		60,190	

### **Meeting Results**

Outstanding Shares Voted: Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	N												
2	N												
3	Υ	Pass	No	For	N/A	2,592,756,813	N/A	13,141	N/A	204,134	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
4	Υ	Pass	No	For	N/A	2,592,765,511	N/A	14,185	N/A	194,392	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	2,592,753,182	N/A	14,246	N/A	206,660	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	2,592,716,952	N/A	77,841	N/A	179,295	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	2,592,771,850	N/A	20,818	N/A	181,420	N/A	Poll	F+A+AB
	N												
8	Υ	Fail	No	Against	N/A	13,784,529	N/A	2,535,123,054	N/A	43,960,550	N/A	Poll	F+A+AB
9	Υ	Fail	No	Against	N/A	42,548,482	N/A	2,523,620,431	N/A	26,805,175	N/A	Poll	F+A+AB
10	Υ	Fail	No	Against	N/A	12,720,497	N/A	2,558,315,388	N/A	21,832,248	N/A	Poll	F+A+AB
	N												
11	Υ	Pass	No	For	N/A	2,592,674,780	N/A	42,278	N/A	257,030	N/A	Poll	F+A+AB
12.1	Υ	Pass	No	For	N/A	2,585,407,354	N/A	7,290,297	N/A	276,437	N/A	Poll	F+A+AB
12.2	Υ	Pass	No	For	N/A	2,581,967,900	N/A	10,752,842	N/A	253,346	N/A	Poll	F+A+AB
13	Υ	Pass	No	For	N/A	2,592,657,468	N/A	89,837	N/A	226,783	N/A	Poll	F+A+AB
14	Υ	Pass	No	For	N/A	2,591,821,673	N/A	928,517	N/A	223,898	N/A	Poll	F+A+AB
15	Υ	Pass	No	For	N/A	2,592,594,204	N/A	106,109	N/A	273,775	N/A	Poll	F+A+AB
16	Υ	Pass	No	For	N/A	2,592,601,832	N/A	108,940	N/A	263,316	N/A	Poll	F+A+AB
17	Υ	Pass	No	For	N/A	2,529,954,109	N/A	62,815,002	N/A	204,977	N/A	Poll	F+A+AB
18	Υ	Pass	No	For	N/A	2,586,417,512	N/A	6,326,747	N/A	229,829	N/A	Poll	F+A+AB
	N												
19	Υ	Fail	No	Against	N/A	1,708,566	N/A	2,760,711,917	N/A	26,590,750	N/A	Poll	F+A+AB

## **Lloyds Banking Group Plc**

Accept Financial Statements and Statutory

Reports

Meeting Date: 05/16/2019 Record Date: 05/14/2019	Country: United Kingdom Meeting Type: Annual	Primary Secu Ticker: LLOY	ırity ID: G5533W248	<b>Meeting ID:</b> 1307816
Primary CUSIP: G5533W248	Primary ISIN: GB0008706128	Primary SEDOI	Proxy Level: N/A	
Earliest Cutoff Date: 05/10/2019 Total Ballots: 1	Shares Voted: 887,920 Voting Policy: ISS	Votable Shares: 887,920	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 887,920
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec ISS	Additional Voting Rec Policy Rec Policy Rec	Vote Vote Vote Vote Against Against Against Instruction Mgmt Policy ISS

Yes

Mgmt

For

For

For

No

No

No

For



Location(s): All Locations
Institution Account(s): CAT

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Elect Amanda Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
3	Re-elect Lord Blackwell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
4	Re-elect Juan Colombas as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
5	Re-elect George Culmer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
6	Re-elect Alan Dickinson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
7	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
8	Re-elect Simon Henry as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
9	Re-elect Antonio Horta-Osorio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
10	Re-elect Lord Lupton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
11	Re-elect Nick Prettejohn as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						



Location(s): All Locations
Institution Account(s): CAT

# **Lloyds Banking Group Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
12	Re-elect Stuart Sinclair as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	is warranted as	no significai	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is wa	erranted as no si	ignificant col	ncerns have be	een identified.						
13	Re-elect Sara Weller as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	is warranted as	no significai	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is wa	erranted as no si	ignificant coi	ncerns have be	een identified.						
14	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
15	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.										
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	nrranted because	e the propos	sed amounts a	nd durations ar	e within					
20	Authorise Issue of Equity in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions the Company were to issue Regulatory Capital Conver convert into ordinary shares, this would result in signisupport are:* Such authorities are common proposals and* The conversion into ordinary shares would requiweakness well beyond the Company's current position	tible Instrument ficant dilution to at UK banks an fre the CET1 rati	ts and a trigg n non-particip nd are intend io to fall to a	ger event were pating shareho led to apply in a level which w	e to occur, caus olders.The main extreme circum	sing them to reasons for nstances only;	,				
	Blended Rationale: A vote FOR these resolutions is was Company were to issue Regulatory Capital Convertible into ordinary shares, this would result in significant di are:* Such authorities are common proposals at UK ba conversion into ordinary shares would require the CET	Instruments and Iution to non-pa anks and are int	nd a trigger of prticipating si tended to ap	event were to hareholders.Th oply in extreme	occur, causing ne main reasons e circumstances	them to conver s for support only; and* The	ę				
	well beyond the Company's current position and mining				ice signincant ca	apitai weakiiess	'				
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is wa	nrranted because	e the propos	sed amounts a	nd durations ar	e within					



Location(s): All Locations
Institution Account(s): CAT

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
22	Authorise Issue of Equity withou Rights in Connection with an Acc Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted bed	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	e the propos	sed amounts a	and durations ar	re within					
23	Authorise Issue of Equity withou Rights in Relation to the Issue o Capital Convertible Instruments	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC the Company were to issue Regul convert into ordinary shares, this support are:* Such authorities are and* The conversion into ordinary weakness well beyond the Compa											
	Blended Rationale: A vote FOR th Company were to issue Regulator into ordinary shares, this would re are: * Such authorities are commo conversion into ordinary shares w well beyond the Company's curren	y Capital Convertible . esult in significant dilu on proposals at UK bal ould require the CET1	Instruments antion to non-paints and are int I ratio to fall to	nd a trigger rticipating s rended to ap a level whi	event were to hareholders.Ti oply in extreme ich would dend	occur, causing he main reason e circumstances	them to conve s for support s only; and* Th	e				
24	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise Market Purchase of Pr Shares	eference	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		rpestana	05/07/2019	rpestana	05/07/2019		887,920		887,920
								Total Shares		887,920		887,920

#### **Meeting Results**

Outstanding Shares Voted: 71,123,428,837 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.3%	47,785,733,941	99.7%	148,348,350	0.3%	184,438,206	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	48,024,736,675	99.9%	68,300,637	0.1%	25,202,188	N/A	Poll	F+A
3	Υ	Pass	No	For	2.1%	47,101,013,054	97.9%	985,874,302	2.1%	31,602,874	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	47,989,682,805	99.8%	96,697,154	0.2%	32,025,658	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Y	Pass	No	For	0.4%	47,913,414,373	99.6%	180,278,070	0.4%	24,699,074	N/A	Poll	F+A
6	Υ	Pass	No	For	0.8%	47,684,830,042	99.2%	408,015,680	0.8%	25,428,315	N/A	Poll	F+A
7	Υ	Pass	No	For	0.8%	47,722,800,912	99.2%	369,905,366	0.8%	25,633,847	N/A	Poll	F+A
8	Y	Pass	No	For	0.7%	47,510,325,705	99.3%	351,758,420	0.7%	256,201,056	N/A	Poll	F+A
9	Y	Pass	No	For	0.3%	47,963,966,754	99.7%	132,339,055	0.3%	22,330,021	N/A	Poll	F+A
10	Y	Pass	No	For	0.2%	47,982,423,799	99.8%	112,375,613	0.2%	23,560,196	N/A	Poll	F+A
11	Y	Pass	No	For	0.9%	47,654,113,281	99.1%	438,628,409	0.9%	25,493,322	N/A	Poll	F+A
12	Y	Pass	No	For	1.3%	47,379,947,299	98.7%	604,386,297	1.3%	133,960,671	N/A	Poll	F+A
13	Y	Pass	No	For	0.6%	47,804,630,953	99.4%	288,111,342	0.6%	25,416,211	N/A	Poll	F+A
14	Y	Pass	No	For	8.0%	43,322,040,325	92.0%	3,790,209,325	8.0%	1,005,742,886	N/A	Poll	F+A
15	Y	Pass	No	For	0.0%	48,097,859,582	100.0%	12,499,432	0.0%	8,512,008	N/A	Poll	F+A
16	Y	Pass	No	For	3.3%	46,528,667,731	96.7%	1,565,806,040	3.3%	23,916,920	N/A	Poll	F+A
17	Y	Pass	No	For	0.9%	47,678,044,910	99.1%	416,376,288	0.9%	23,706,607	N/A	Poll	F+A
18	Y	Pass	No	For	2.3%	46,864,238,390	97.7%	1,107,633,594	2.3%	146,524,935	N/A	Poll	F+A
19	Y	Pass	No	For	6.2%	45,121,399,306	93.8%	2,975,136,829	6.2%	21,713,986	N/A	Poll	F+A
20	Y	Pass	No	For	2.3%	46,935,561,284	97.7%	1,123,708,172	2.3%	58,854,097	N/A	Poll	F+A
21	Y	Pass	No	For	1.6%	47,313,321,561	98.4%	769,976,251	1.6%	34,688,516	N/A	Poll	F+A
22	Υ	Pass	No	For	5.1%	45,508,011,152	94.9%	2,455,006,275	5.1%	154,964,887	N/A	Poll	F+A
23	Υ	Pass	No	For	3.2%	46,553,830,344	96.8%	1,528,709,445	3.2%	35,417,743	N/A	Poll	F+A
24	Y	Pass	No	For	1.3%	47,474,944,933	98.7%	601,205,669	1.3%	42,246,360	N/A	Poll	F+A
25	Υ	Pass	No	For	0.2%	47,997,916,108	99.8%	106,103,249	0.2%	14,147,129	N/A	Poll	F+A
26	Υ	Pass	No	For	5.0%	45,710,835,874	95.0%	2,386,234,795	5.0%	20,925,242	N/A	Poll	F+A

## **Bank of China Limited**

Meeting Date: 05/17/2019	Country: China	Primary Security ID: Y0698A107	<b>Meeting ID:</b> 1316810
Record Date: 04/16/2019	Meeting Type: Annual	Ticker: 3988	
Primary CUSIP: Y0698A107	Primary ISIN: CNE1000001Z5	Primary SEDOL: B154564	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): CAT

#### **Bank of China Limited**

Shares Instructed: 1,841,000 Earliest Cutoff Date: 05/13/2019 Shares Voted: 1.841.000 Votable Shares: 1.841.000 \*Shares on Loan: 0 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Instruction Proposal ISS Rec **Policy Rec Policy Rec** Number Proponent Mgmt Rec Mgmt Policy ISS AGM BALLOT FOR HOLDERS OF H SHARES Mgmt No Approve 2018 Work Report of Board of No Mgmt Yes For For No No Directors Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Approve 2018 Work Report of Board of Yes For For For No No No Mamt For Supervisors Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. 3 Approve 2018 Annual Financial Report Mamt Yes For For For For No No No Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Approve 2018 Profit Distribution Plan Mgmt Yes For For For For No No No Approve 2019 Annual Budget for Fixed Assets Mgmt Yes For For For For No Nο No Investment Approve Ernst & Young Hua Ming LLP as Mamt Yes For For For For No No No External Auditor Elect Zhang Jiangang as Director Mgmt Yes For For For For No No No 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. Blended 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. Elect Martin Cheung Kong Liao as Director Mgmt Yes For For For No No No 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. Blended 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. 9 Elect Wang Changyun as Director Mamt Yes For For For For Nο Nο Nο 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.

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Blended 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.



Location(s): All Locations
Institution Account(s): CAT

### **Bank of China Limited**

t Angela Chao as Director  g Policy Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.  Ged Rationale: A vote FOR all nominees is warrante tompany's board and committee dynamics.  It Wang Xiquan as Supervisor If Policy Rationale: In the absence of any known issues  It Jia Xiangsen as Supervisor If Policy Rationale: In the absence of any known issues  It Jia Xiangsen as Supervisor If Policy Rationale: In the absence of any known issues  If Policy Rationale: In the absence of any known issues	d given the ab Mgmt sues relating t relating to the Mgmt	Yes  o the nomin	y known issue For ees, a vote FC	s concerning th For OR their election	ne nominees an		For	No No	No No	No No
the company's board and committee dynamics.  Yed Rationale: A vote FOR all nominees is warrante of the company's board and committee dynamics.  It Wang Xiquan as Supervisor  If Policy Rationale: In the absence of any known is the ded Rationale: In the absence of any known is sues.  It Jia Xiangsen as Supervisor  If Policy Rationale: In the absence of any known is sues.	d given the ab Mgmt sues relating t relating to the Mgmt	Yes o the nomin	y known issue For ees, a vote FC	s concerning th For OR their election	ne nominees an	d	For	No	No	No
ompany's board and committee dynamics.  It Wang Xiquan as Supervisor  If Policy Rationale: In the absence of any known is:  If the absence of any known issues  It Jia Xiangsen as Supervisor  If Policy Rationale: In the absence of any known issues	Mgmt sues relating t relating to the Mgmt	Yes o the nomin	For ees, a vote FC	For OR their election			For	No	No	No
g Policy Rationale: In the absence of any known issues t Jia Xiangsen as Supervisor g Policy Rationale: In the absence of any known issues	sues relating to relating to the	o the nomin	ees, a vote FC	OR their election	is warranted.	For	For	No	No	No
led Rationale: In the absence of any known issues  t Jia Xiangsen as Supervisor  g Policy Rationale: In the absence of any known is	relating to the	nominees,			is warranted.					
t Jia Xiangsen as Supervisor  g Policy Rationale: In the absence of any known is:	Mgmt		a vote FOR th							
g Policy Rationale: In the absence of any known is:		Yes		eir election is w	varranted.					
	sues relating t		For	For		For	For	No	No	No
led Rationale: In the absence of any known issues		o the nomin	ees, a vote FC	OR their election	is warranted.					
	relating to the	nominees,	a vote FOR th	eir election is w	varranted.					
t Zheng Zhiguang as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
g Policy Rationale: In the absence of any known is	sues relating t	o the nomin	ees, a vote FC	OR their election	is warranted.					
ed Rationale: In the absence of any known issues	relating to the	nominees,	a vote FOR th	eir election is w	varranted.					
rove 2017 Remuneration Distribution Plan irectors	Mgmt	Yes	For	For		For	For	No	No	No
•	_	-								
	_			•		ce				
rove 2017 Remuneration Distribution Plan upervisors	Mgmt	Yes	For	For		For	For	No	No	No
•	_	-								
	_			•		ce				
rove Issuance of Equity or Equity-Linked urities without Preemptive Rights	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
•				he following:* ī	The share					
_			nted for the fo	llowing:* The s	hare issuance					
rove Issuance of Bonds	Mgmt	Yes	For	For		For	For	No	No	No
g Policy Rationale: A vote FOR these proposals is w ceeds.	varranted give	n the reasor	ns stated by th	ne board and the	e intended use					
ir gacan le ou le	Policy Rationale: Director and supervisor remune to the Acadinst Premoter of Rationale: Director and supervisor remune and superviso	Policy Rationale: Director and supervisor remuneration at Hong tee of known concerns over director and supervisor remuneration at Hong Kong Rationale: Director and supervisor remuneration at Hong Kong Rationale: Director and supervisor remuneration at the congress over director and supervisor remuneration at the congress over director and supervisor remuneration at Hong Rome of Known concerns over director and supervisor remuneration at Hong tee of known concerns over director and supervisor remuneration at Hong Rome of Rationale: Director and supervisor remuneration at Hong Kong Rationale: Director and supervisor remuneration at the congress over director and supervisor remuneration at the congress over director and supervisor remuneration at the congress of the Rationale: A vote AGAINST the general share issuance of the Rationale: A vote AGAINST the general share issuance mandated and Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the general share issuance mandated Rationale: A vote AGAINST the	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed contents.  A Rationale: Director and supervisor remuneration at Hong Kong-listed contents over director and supervisor remuneration at the company, a very supervisor supervisor and supervisor remuneration at the company, a very supervisors.  Policy Rationale: Director and supervisor remuneration at Hong Kong-listed contents of known concerns over director and supervisor remuneration at Hong Kong-listed at the company and the contents.  A Rationale: Director and supervisor remuneration at Hong Kong-listed contents.  A Rationale: Director and supervisor remuneration at Hong Kong-listed contents.  A Rationale: Director and supervisor remuneration at the company, a very supervisor over director and supervisor remuneration at the company, a very supervisor supervisor remuneration at the company at the company supervisor remuneration at the company at the company supervisor remuneration at the company at the company supervisor remuneration at the company supervisor supervisor remuneration at the company supervisor remuneration at the company supervisor supervisor remuneration at the company	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are of known concerns over director and supervisor remuneration at the company, a vote of ted.  d Rationale: Director and supervisor remuneration at Hong Kong-listed companies are used to company and the company, a vote FOR these laws 2017 Remuneration Distribution Plan Mgmt Yes For the previsors  Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are of known concerns over director and supervisor remuneration at the company, a vote of the ded.  d Rationale: Director and supervisor remuneration at Hong Kong-listed companies are used for the company of the company of the supervisor remuneration at the company, a vote of the supervisor of the company of the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company, a vote of the supervisor remuneration at the company and the company of the supervisor remuneration at the company and the company of the supervisor remuneration at the company and the company of the supervisor remuneration at the company and the company of the supervisor remuneration at the company and the supervisor remuneration at	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable of known concerns over director and supervisor remuneration at the company, a vote FOR these proported.  If Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is worked 2017 Remuneration Distribution Plan Mgmt Yes For For pervisors  Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable with concerns over director and supervisor remuneration at the company, a vote FOR these proported.  If Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is worked it is such that the company of the company is the sum of the company	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the e of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  d Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the absence of the content of the company of these proposals is warranted.  Director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the east of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  d Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the absence of the content of the company of the proposals is warranted.  d Rationale: Director and supervisor remuneration at the company, a vote FOR these proposals is warranted. In the absence of the content of the company of the company of the proposals is warranted.  Director and supervisor remuneration at the company, a vote FOR these proposals is warranted. In the absence of the company of the co	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the ele of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals. In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence of known concerns over director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the ele of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  In the absence with company to a vote FOR these proposals is warranted for the following:* The share it is warranted.  In the absence with company has not specified a discount limit.  In the company has not specified a discount limit.  In the absence with company has not specified a discount limit.  In the company has not specified a discount limit.  In the company has not specified a discount limit.	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the eof known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  d Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the absence with concerns over director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  we 2017 Remuneration Distribution Plan Mgmt Yes For For For For Por Por Por Por Por Por Por Por Por P	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the e of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  d Rationale: Director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  we 2017 Remuneration Distribution Plan Mgmt Yes For For For For For Por Por Por Por Por Por Por Por Por P	Policy Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the e of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  di Rationale: Director and supervisor remuneration at the company, a vote FOR these proposals is warranted.  we 2017 Remuneration Distribution Plan Mgmt Yes For For For For For No No pervisors remuneration at Hong Kong-listed companies are usually reasonable. In the absence with concerns over director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the e of known concerns over director and supervisor remuneration at the company, a vote FOR these proposals is ted.  di Rationale: Director and supervisor remuneration at Hong Kong-listed companies are usually reasonable. In the elevance of Rational supervisor remuneration at the company, a vote FOR these proposals is warranted.  We Issuance of Equity or Equity-Linked Mgmt Yes For Against Against Yes No Rationale: A vote AGAINST the general share issuance mandate is warranted for the following:* The share real limit exceeds 10 percent.* The company has not specified a discount limit.  We Issuance of Bonds Mgmt Yes For For For For No No No Policy Rationale: A vote FOR these proposals is warranted given the reasons stated by the board and the intended use



Location(s): All Locations
Institution Account(s): CAT

#### **Bank of China Limited**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Again tion Mgmt	•	nst Against
18	Approve Issuance of Write-down Capital Bonds	Undated	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC of proceeds.	PR these proposals is w	arranted give	n the reasor	ns stated by the	e board and the	e intended use			_		
	Blended Rationale: A vote FOR the proceeds.	ese proposals is warrar	nted given the	reasons sta	ated by the boa	ard and the inte	ended use of			-		
19	Approve Issuance of Qualified W Tier 2 Capital Instruments	rite-down	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC of proceeds.	PR these proposals is w	arranted give	n the reasor	ns stated by the	e board and the	e intended use			_		
	Blended Rationale: A vote FOR the proceeds.	ese proposals is warrar	nted given the	reasons sta	ated by the boa	ard and the inte	ended use of			_		
20	Elect Tan Yiwu as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC and the company's board and con		anted given th	he absence o	of any known is	ssues concernii	ng the nominee	25				
	Blended Rationale: A vote FOR all the company's board and committee		d given the ab	sence of an	y known issues	concerning th	e nominees and	d		-		
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Share	s	Shares Voted

rpestana

05/10/2019

rpestana

05/10/2019

Total Shares:

1,841,000

1,841,000

1,841,000

1,841,000

# Meeting Results

CAT, 391692

Outstanding Shares Voted: 294,387,791,241

391692

Results Available: Full

Confirmed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	220,173,705,073	99.8%	82,769,094	0.0%	251,156,272	0.1%	Poll	F+A+AB
2	Y	Pass	No	For	0.1%	220,173,536,172	99.8%	82,975,094	0.0%	251,119,173	0.1%	Poll	F+A+AB
3	Y	Pass	No	For	0.1%	220,173,562,950	99.8%	82,767,198	0.0%	251,300,291	0.1%	Poll	F+A+AB
4	Y	Pass	No	For	0.1%	220,278,003,400	99.9%	15,437,250	0.0%	214,189,789	0.1%	Poll	F+A+AB
5	Y	Pass	No	For	0.1%	220,277,955,231	99.9%	52,093,843	0.0%	177,581,365	0.1%	Poll	F+A+AB
6	Y	Pass	No	For	0.3%	219,931,387,579	99.7%	361,732,089	0.2%	214,510,771	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.8%	218,737,589,921	99.2%	1,591,901,242	0.7%	178,139,276	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	0.1%	220,260,349,083	99.9%	69,571,374	0.0%	177,709,982	0.1%	Poll	F+A+AB

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Y	Pass	No	For	0.4%	219,543,451,901	99.6%	786,403,559	0.4%	177,774,979	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	1.5%	217,246,005,826	98.5%	3,083,830,635	1.4%	177,793,978	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	0.2%	219,976,211,730	99.8%	324,710,431	0.1%	206,708,278	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	0.1%	220,247,919,170	99.9%	53,204,693	0.0%	206,506,576	0.1%	Poll	F+A+AB
13	Y	Pass	No	For	0.1%	220,248,130,774	99.9%	52,988,069	0.0%	206,511,596	0.1%	Poll	F+A+AB
14	Y	Pass	No	For	0.2%	220,117,266,978	99.8%	212,711,079	0.1%	177,652,382	0.1%	Poll	F+A+AB
15	Y	Pass	No	For	0.3%	219,930,475,384	99.7%	361,934,248	0.2%	215,220,807	0.1%	Poll	F+A+AB
16	Y	Pass	No	For	9.5%	199,642,263,615	90.5%	20,676,267,491	9.4%	189,099,333	0.1%	Poll	F+A+AB
17	Y	Pass	No	For	0.1%	220,272,443,167	99.9%	53,447,939	0.0%	181,739,333	0.1%	Poll	F+A+AB
18	Y	Pass	No	For	0.1%	220,263,674,010	99.9%	54,320,297	0.0%	189,636,132	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	0.1%	220,263,382,292	99.9%	54,311,621	0.0%	189,936,526	0.1%	Poll	F+A+AB
20	Y	Pass	No	For	0.9%	218,573,133,526	99.1%	1,745,584,454	0.8%	188,912,459	0.1%	Poll	F+A+AB

## **Cairn Energy Plc**

Primary CUSIP: G17528269	Primary ISIN: GB00B74CDH82	Primary SEDOL: B74CDH8	Proxy Level: N/A
<b>Record Date:</b> 05/15/2019	Meeting Type: Annual	Ticker: CNE	
Meeting Date: 05/17/2019	Country: United Kingdom	Primary Security ID: G17528269	Meeting ID: 1305841

Earliest Cutoff Date: 05/13/2019 Shares Voted: 70,000 Votable Shares: 70,000 \*Shares on Loan: 0 Shares Instructed: 70,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **Cairn Energy Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Ian Tyler as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5, 7 -11A vote FOR these identified. Item 6Support for the re-election of Todd Hunthe Board for 16 years and is considered to be non-indepartansition and there are no major concerns over its comp	t is warranted pendent.The i	l although it main reason	is not without for support is	concern:* He because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7-11A vote FOR these Directory of the re-election of Todd Hunt is warranted a years and is considered to be non-independent. The main are no major concerns over its composition. Additionally,	although it is in reason for s	not without o upport is be	concern:* He l cause:* The B	has served on l loard is in trans	the Board for 16					
6	Re-elect Todd Hunt as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5, 7 -11A vote FOR these identified. Item 6Support for the re-election of Todd Hunthe Board for 16 years and is considered to be non-independent transition and there are no major concerns over its comp	t is warranted pendent.The i	l although it main reason	is not without for support is	concern:* He because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7-11A vote FOR these Direct 6Support for the re-election of Todd Hunt is warranted a years and is considered to be non-independent. The main are no major concerns over its composition. Additionally,	although it is i In reason for s	not without o upport is be	concern:* He l cause:* The B	has served on l loard is in trans	the Board for 16					
7	Re-elect Keith Lough as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5, 7 -11A vote FOR these identified. Item 6Support for the re-election of Todd Hunthe Board for 16 years and is considered to be non-indeptransition and there are no major concerns over its comp	t is warranted pendent.The i	l although it main reason	is not without for support is	concern:* He because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7-11A vote FOR these Direct 6Support for the re-election of Todd Hunt is warranted a years and is considered to be non-independent. The main are no major concerns over its composition. Additionally,	although it is in reason for s	not without o upport is be	concern:* He l cause:* The B	has served on l loard is in trans	the Board for 16					
8	Re-elect Peter Kallos as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5, 7 -11A vote FOR these identified. Item 6Support for the re-election of Todd Hunthe Board for 16 years and is considered to be non-indeptransition and there are no major concerns over its comp	t is warranted pendent.The i	l although it main reason	is not without for support is	concern:* He because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7-11A vote FOR these Direct 6Support for the re-election of Todd Hunt is warranted a years and is considered to be non-independent. The main are no major concerns over its composition. Additionally,	although it is in reason for s	not without o upport is be	concern:* He l cause:* The B	has served on l loard is in trans	the Board for 16					
9	Re-elect Nicoletta Giadrossi as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5, 7 -11A vote FOR these identified. Item 6Support for the re-election of Todd Hunthe Board for 16 years and is considered to be non-indepartansition and there are no major concerns over its compared to the support of the support	t is warranted pendent.The i	l although it main reason	is not without for support is	concern:* He because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7 -11A vote FOR these Direct 6Support for the re-election of Todd Hunt is warranted a years and is considered to be non-independent. The main are no major concerns over its composition. Additionally,	although it is i n reason for s	not without o upport is be	concern:* He l cause:* The B	has served on l loard is in trans	the Board for 16					



Location(s): All Locations
Institution Account(s): CAT

## **Cairn Energy Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
10	Re-elect Simon Thomson as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items identified.Item 6Support for the Board for 16 years and is transition and there are no management.	he re-election of Todd Ho considered to be non-ind	unt is warranted dependent.The	d although it main reasor	t is not withou n for support i	it concern:* He s because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7 6Support for the re-election on years and is considered to be are no major concerns over its	f Todd Hunt is warranted non-independent.The m	d although it is a ain reason for s	not without Support is be	concern:* He ecause:* The l	has served on a Board is in trans	the Board for 16	5				
11	Re-elect James Smith as Dire	ector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items identified.Item 6Support for the the Board for 16 years and is transition and there are no me	he re-election of Todd Ho considered to be non-ind	unt is warranted dependent.The	d although it main reasor	t is not withou n for support i	it concern:* He s because:* The	has served on e Board is in					
	Blended Rationale: Items 5, 7 6Support for the re-election of years and is considered to be are no major concerns over its	f Todd Hunt is warranted non-independent.The m	d although it is a ain reason for s	not without support is be	concern:* He ecause:* The l	has served on a Board is in trans	the Board for 16	5				
12	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	e FOR these resolutions i	is warranted be	cause the p	roposed amou	ınts and duratio	ons are within					
	Blended Rationale: A vote FOI recommended limits.	R these resolutions is wa	rranted becaus	e the propos	sed amounts a	and durations a	re within					
13	Authorise Issue of Equity wit Rights	hout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	e FOR these resolutions i	is warranted be	cause the p	roposed amou	unts and duratio	ns are within					
	Blended Rationale: A vote FOI recommended limits.	R these resolutions is wa	rranted because	e the propos	sed amounts a	and durations a	re within					
14	Authorise Issue of Equity wit Rights in Connection with an Other Capital Investment	·	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	e FOR these resolutions i	is warranted be	cause the p	roposed amou	ınts and duratio	ns are within					
	Blended Rationale: A vote FOI recommended limits.	R these resolutions is wa	rranted because	e the propos	sed amounts a	and durations a	re within					
15	Authorise Market Purchase o	f Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise the Company to Ca Meeting with Two Weeks' No		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		rpestana	05/10/2019	rpestana	05/10/2019		70,000		70,000



Location(s): All Locations
Institution Account(s): CAT

## **Cairn Energy Plc**

Total Shares: 70,000 70,000

Meeting	Results
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**Outstanding Shares Voted:** 

#### Results Available: Partial

	_												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	483,434,616	100.0%	12,685	0.0%	432,843	N/A	Poll	F+A
2	Υ	Pass	No	For	3.9%	465,053,278	96.1%	18,802,383	3.9%	24,483	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	480,531,727	100.0%	93,281	0.0%	3,255,136	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	483,787,653	100.0%	83,879	0.0%	8,612	N/A	Poll	F+A
5	Υ	Pass	No	For	5.3%	448,534,240	94.7%	25,097,411	5.3%	10,248,493	N/A	Poll	F+A
6	Υ	Pass	No	For	2.2%	473,092,211	97.8%	10,782,537	2.2%	5,396	N/A	Poll	F+A
7	Υ	Pass	No	For	1.4%	477,198,348	98.6%	6,676,081	1.4%	5,715	N/A	Poll	F+A
8	Υ	Pass	No	For	1.4%	477,197,624	98.6%	6,675,805	1.4%	6,715	N/A	Poll	F+A
9	Υ	Pass	No	For	7.6%	446,872,666	92.4%	36,999,906	7.6%	7,572	N/A	Poll	F+A
10	Υ	Pass	No	For	1.8%	475,231,121	98.2%	8,642,877	1.8%	6,146	N/A	Poll	F+A
11	Υ	Pass	No	For	1.3%	477,631,344	98.7%	6,243,404	1.3%	5,396	N/A	Poll	F+A
12	Υ	Pass	No	For	1.9%	474,475,579	98.1%	9,377,234	1.9%	27,331	N/A	Poll	F+A
13	Υ	Pass	No	For	0.0%	483,778,549	100.0%	53,038	0.0%	48,557	N/A	Poll	F+A
14	Υ	Pass	No	For	3.0%	469,529,770	97.0%	14,300,060	3.0%	50,314	N/A	Poll	F+A
15	Υ	Pass	No	For	0.9%	479,237,490	99.1%	4,562,971	0.9%	79,683	N/A	Poll	F+A
16	Y	Pass	No	For	3.2%	468,259,835	96.8%	15,608,274	3.2%	12,035	N/A	Poll	F+A

Meeting Date: 05/20/2019 Record Date: 03/25/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID: G3166L100 Ticker: ESV	<b>Meeting ID:</b> 1316247
Primary CUSIP: G3166L100	Primary ISIN: GB00BJVJZD68	Primary SEDOL: BJVJZD6	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): CAT

Earliest C	utoff Date: 05/17/2019	Shares Voted: 85,260		Votable Si	nares: 85,260		*Shares on Loa	an: 0	Shar	es Instructe	e <b>d:</b> 85,260	
Total Ball	ots: 1	Voting Policy: ISS					Additional Poli	су:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Re-elect Directors to Serve Annual General Meeting of		Mgmt	No								
1a	Elect Director J. Roderick C	lark	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo Rowan has completed, the b directors is provided.						_	,				
	Blended Rationale: A vote For has completed, the board had directors is provided.							1				
1b	Elect Director Mary E. Fran	cis	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo Rowan has completed, the b directors is provided.						-	,				
	Blended Rationale: A vote For has completed, the board had directors is provided.						-	7				
1c	Elect Director C. Christophe	er Gaut	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo Rowan has completed, the b directors is provided.						-	•				
	Blended Rationale: A vote For has completed, the board had directors is provided.						-	7				
1d	Elect Director Keith O. Ratt	ie	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo Rowan has completed, the b directors is provided.						_	•				
	Blended Rationale: A vote For has completed, the board had directors is provided.						-	7				
1e	Elect Director Paul E. Rows	ey, III	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo Rowan has completed, the b directors is provided.						_	,				
	Blended Rationale: A vote For has completed, the board had directors is provided.						-	7				



directors is provided.

Location(s): All Locations
Institution Account(s): CAT

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1f	Elect Director Carl G. Trowell	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the no directors is provided.					-	•				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7				
	Conditional on the Company Not Having Completed the Rowan Transaction Before the Meeting, To Re-elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders	Mgmt	No								
2a	Elect Director Roxanne J. Decyk - withdrawn	Mgmt	No								
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the no directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7				
2b	Elect Director Jack E. Golden - withdrawn	Mgmt	No								
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the no directors is provided.					_	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7				
2c	Elect Director Gerald W. Haddock - withdrawn	Mgmt	No								
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nod directors is provided.					-	2				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7				
2d	Elect Director Francis S. Kalman- withdrawn	Mgmt	No								
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nodirectors is provided.					-	2				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination					-	7				



Location(s): All Locations
Institution Account(s): CAT

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2e	Elect Director Phil D. Wedemeyer - withdrawn	Mgmt	No								
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					_					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
	Conditional on the Company Having Completed the Rowan Transaction Before the Meeting, To Elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders	Mgmt	No								
3a	Elect Director Thomas Burke	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the not directors is provided.					_					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
3b	Elect Director William E. Albrecht	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the not directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
3c	Elect Director Suzanne P. Nimocks	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
3d	Elect Director Thierry Pilenko	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				



Location(s): All Locations
Institution Account(s): CAT

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
3e	Elect Director Charles L. S	Szews	Mgmt	Yes	For	For		For	For	No	No	No
		ote FOR the director nomin board has withdrawn the n					_	se				
		FOR the director nominees in the same of t					-	nn				
4	Ratify KPMG LLP as US In	dependent Auditor	Mgmt	Yes	For	For		For	For	No	No	No
5	Appoint KPMG LLP as UK	Statutory Auditor	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorize Board to Fix Re Auditors	muneration of	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Re	eport	Mgmt	Yes	For	For		For	For	No	No	No
8	Advisory Vote to Ratify Na Officers' Compensation	amed Executive	Mgmt	Yes	For	For		For	For	No	No	No
9	Accept Financial Statemer Reports	nts and Statutory	Mgmt	Yes	For	For		For	For	No	No	No
10	Authorize Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A virecommended limits.	vote FOR these resolutions i	s warranted bed	cause the pr	roposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote in recommended limits.	FOR these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ai	re within					
11	Authorize Issue of Equity Rights	without Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A v recommended limits.	ote FOR these resolutions i	s warranted bed	cause the pr	roposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote i recommended limits.	FOR these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ai	re within					
12	Authorize Issue of Equity Rights In Connection with Specified Capital Investme	an Acquisition or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A v recommended limits.	ote FOR these resolutions in	s warranted bed	cause the pr	roposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote i recommended limits.	FOR these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares	:	Shares Voted
CAT, 3916	592	000391692	Confirmed		arussell	05/17/2019	arussell	05/17/2019		85,260		85,260
								Total Shares		85,260		85,260



Location(s): All Locations
Institution Account(s): CAT

#### **Meeting Results**

Outstanding Shares Voted: 437,388,656

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base	
	N													
1a	Υ	Pass	No	For	0.8%	292,115,605	99.2%	2,354,616	0.8%	856,855	N/A	Proxy	F+A	
1b	Υ	Pass	No	For	0.7%	292,610,113	99.3%	2,096,380	0.7%	620,583	N/A	Proxy	F+A	
1c	Υ	Pass	No	For	24.8%	221,348,350	75.2%	73,083,936	24.8%	894,790	N/A	Proxy	F+A	
1d	Υ	Pass	No	For	0.8%	292,044,563	99.2%	2,387,651	0.8%	894,862	N/A	Proxy	F+A	
1e	Y	Pass	No	For	1.7%	289,281,723	98.3%	5,141,352	1.7%	904,001	N/A	Proxy	F+A	
1f	Y	Pass	No	For	1.0%	291,750,700	99.0%	2,928,221	1.0%	648,155	N/A	Proxy	F+A	
	N													
2a	N													
2b	N													
2c	N													
2d	N													
2e	N													
	N													
3a	Υ	Pass	No	For	0.6%	292,726,628	99.4%	1,874,197	0.6%	726,251	N/A	Proxy	F+A	
3b	Υ	Pass	No	For	0.7%	292,657,876	99.3%	1,943,651	0.7%	725,549	N/A	Proxy	F+A	
3с	Υ	Pass	No	For	0.6%	292,930,046	99.4%	1,717,710	0.6%	679,320	N/A	Proxy	F+A	
3d	Υ	Pass	No	For	1.2%	291,144,366	98.8%	3,477,931	1.2%	704,779	N/A	Proxy	F+A	
3e	Υ	Pass	No	For	0.6%	292,962,487	99.4%	1,656,123	0.6%	708,466	N/A	Proxy	F+A	
4	Υ	Pass	No	For	1.8%	354,030,603	98.2%	6,522,690	1.8%	1,150,465	N/A	Proxy	F+A	
5	Υ	Pass	No	For	1.7%	354,446,031	98.3%	6,084,456	1.7%	1,173,271	N/A	Proxy	F+A	
6	Υ	Pass	No	For	1.9%	353,777,934	98.1%	6,774,441	1.9%	1,151,383	N/A	Proxy	F+A	
7	Y	Pass	No	For	1.8%	288,306,461	98.2%	5,146,156	1.8%	1,874,459	N/A	Proxy	F+A	
8	Υ	Pass	No	For	2.5%	286,237,989	97.5%	7,254,982	2.5%	1,834,105	N/A	Proxy	F+A	
9	Y	Pass	No	For	1.0%	355,148,187	99.0%	3,543,152	1.0%	3,012,419	N/A	Proxy	F+A	
10	Y	Pass	No	For	20.9%	283,355,840	79.1%	74,953,925	20.9%	3,393,993	N/A	Proxy	F+A	
11	Y	Pass	No	For	10.8%	319,661,270	89.2%	38,810,324	10.8%	3,232,164	N/A	Proxy	F+A	



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
12	Y	Pass	No	For	7.8%	330,194,756	92.2%	27,927,358	7.8%	3,581,644	N/A	Proxy	F+A

#### **Ocado Group Plc**

Meeting Date: 05/20/2019 Country: United Kingdom Primary Security ID: G6718L106 Meeting ID: 1330875

Record Date: 05/16/2019 Meeting Type: Special Ticker: OCDO

Primary CUSIP: G6718L106 Primary ISIN: G80083MBS747 Primary SEDOL: B3MBS74 Proxy Level: N/A

Earliest Cutoff Date: 05/14/2019 Shares Voted: 71,495 Votable Shares: 71,495 \*Shares on Loan: 0 Shares Instructed: 71,495

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Approve the M&S Arrangements	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails										

Institutional Account Detail (IA Name, IA Number) Custodian Instructor Date Approve Date Account Number **Ballot Status** Instructed Approved Votable Shares **Shares Voted** Name CAT, 391692 391692 Confirmed rpestana 05/09/2019 05/09/2019 71,495 71,495 rpestana

Total Shares: 71,495 71,495

#### **Meeting Results**

Outstanding Shares Voted: 699,608,797 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	530,850,221	100.0%	5,585	0.0%	124,995	N/A	Poll	F+A

Ticker: BP

#### **BP Plc**

Record Date: 05/17/2019

Meeting Date: 05/21/2019Country: United KingdomPrimary Security ID: G12793108Meeting ID: 1294306

 Primary CUSIP: G12793108
 Primary ISIN: GB0007980591
 Primary SEDOL: 0798059
 Proxy Level: N/A

Earliest Cutoff Date: 05/15/2019 Shares Voted: 181,730 Votable Shares: 181,730 \*Shares on Loan: 0 Shares Instructed: 181,730

Total Ballots: 1 Voting Policy: ISS Additional Policy:

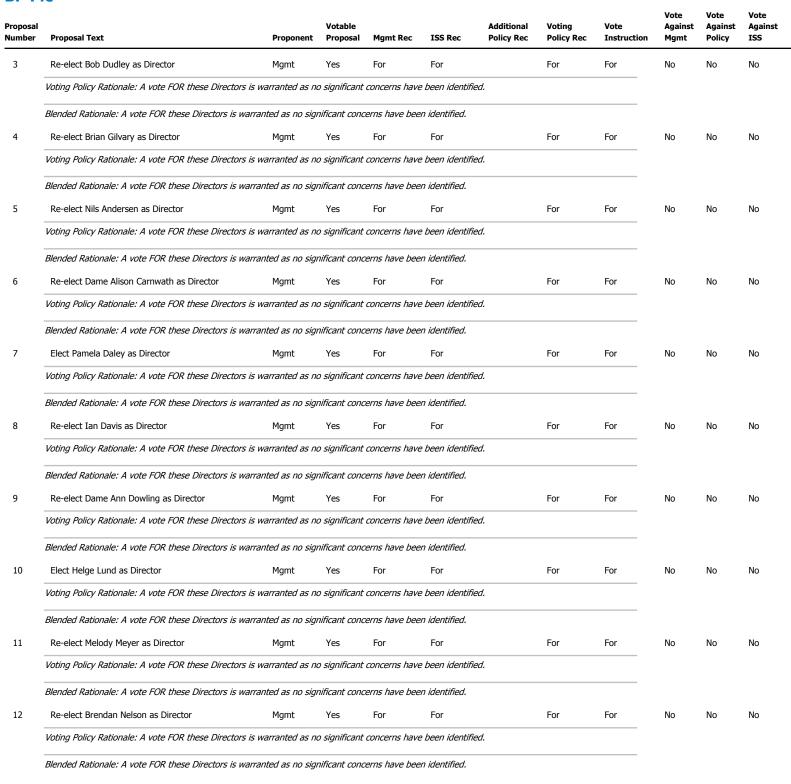
Meeting Type: Annual

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

#### **BP Plc**





Location(s): All Locations
Institution Account(s): CAT

### **BP Plc**

Volting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.	Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
Bilanded Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.   Re-elect Sir John Sawers as Director	13	Re-elect Paula Reynolds as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
Re-elect Sir John Sawers as Director   Migmt   Yes   For   For   For   For   For   For   Noting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.    Siended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.		Voting Policy Rationale: A vote Fo	OR these Directors is	warranted as no	o significant	concerns have	e been identifie	ed.					
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.   Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.   Separative   For		Blended Rationale: A vote FOR th	nese Directors is warra	anted as no sigi	nificant cond	cerns have bee	en identified.						
Biended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.  15 Reappoint Deloite LIP as Auditors and Mgmt Yes For For For For For For No Authorise Their Remuneration  16 Authorise EU Political Donations and Mgmt Yes For For For For For For No Expenditure  17 Authorise Issue of Equity Mgmt Yes For For For For For For For No For For No Political Remainded Immits.  18 Pended 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 Mgmt Yes For For For For For For For No Rights Political Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  18 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  19 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  19 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  19 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  20 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  21 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  22 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  23 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  24 Pended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  25 Pended Rational	14	Re-elect Sir John Sawers as Dire	ector	Mgmt	Yes	For	For		For	For	No	No	No
Reappoint Deloitte LLP as Auditors and Authorise Their Remuneration  Authorise ELP Political Donations and Expenditure  Authorise ELP political Donations and Mgmt Yes For For For For For For For Por Por Por Por Por Por Por Por Por P		Voting Policy Rationale: A vote Fo	OR these Directors is	warranted as no	o significant	concerns have	e been identifie	ed.					
Authorise EU Political Donations and graph without pre-emptive Rights in Connection with an Acquisition or Other Capital Investment  4 Authorise Issue of Equity without pre-emptive Rights in Connection with an Acquisition or Other Capital Investment  201 Authorise Issue of Equity without pre-emptive Rights  8 Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  9 Authorise Issue of Equity without pre-emptive Rights  8 Rights in Connection with an Acquisition or Other Capital Investment  9 Authorise Issue of Equity without pre-emptive Rights  8 Rights in Connection with an Acquisition or Other Capital Investment  9 Authorise Issue of Equity without pre-emptive Rights  8 Rights in Connection with an Acquisition or Other Capital Investment  9 Authorise Issue of Equity without pre-emptive Rights  8 Rights in Connection with an Acquisition or Other Capital Investment  9 Authorise Rights  9 Authorise Rights  9 Authorise Rights  10 Authorise Market Purchase of Ordinary Shares  10 Migmt  10 No  11 Authorise Rights  11 Authorise Rights  12 Approve the Climate Action 100+ Shareholder  12 Resolution on Climate Change Disclosures  13 Approve the Climate Action 100+ Shareholder  14 Resolution on Climate Change Disclosures  15 Approve the Follow This Shareholder  16 Resolution on Climate Change Targets  17 Yes  18 Against  18 Approve the Follow This Shareholder  18 Approve the Follow This Shareholder  19 Approve the Follow This Shareholder  10 Approve the Follow This Shareholder  11 Approve the Follow This Shareholder  12 Approve the Follow This Shareholder		Blended Rationale: A vote FOR th	nese Directors is warra	anted as no sigi	nificant cond	cerns have bee	en identified.						
Expenditure  Authorise Issue of Equity  Mgmt Yes For For For For For For No  Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended 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 Mgmt Ves For For For For For For For For For No Rights Recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because t	15		ors and	Mgmt	Yes	For	For		For	For	No	No	No
Volting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.    Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.   Authorise Issue of Equity without Pre-emptive   Mgmt   Yes   For	16		and	Mgmt	Yes	For	For		For	For	No	No	No
Recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Plended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Part of these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Part of For	17	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
Authorise Issue of Equity without Pre-emptive Mgmt Yes For For For For For No Rights  **Noting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  **Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  **Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.**  **Port For			OR these resolutions i	is warranted bed	cause the pi	roposed amoul	nts and duratio	ns are within					
Rights  Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Authorise Market Purchase of Ordinary Shares Mgmt Yes For For For For For No Meeting with Two Weeks' Notice  Authorise the Company to Call General Mgmt Yes For For For For For For No Resolution on Climate Action 100+ Shareholder SH Yes For For For For For For No Resolution on Climate Change Disclosures  23 Approve the Follow This Shareholder SH Yes Against Against Against For Yes Resolution on Climate Change Targets  Ballot Details  Instructor Date Approver Date			nese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ai	re within					
Percommended limits   Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.	18		ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
Authorise Issue of Equity without Pre-emptive Mgmt Yes For For For For No Rights in Connection with an Acquisition or Other Capital Investment  **Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  **Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  **Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  **Description of Port Port Port Port Port Port Port Port			OR these resolutions i	is warranted bed	cause the pi	roposed amoul	nts and duratio	ns are within					
Rights in Connection with an Acquisition or Other Capital Investment  Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended 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 Yes For For For For For For No Meeting with Two Weeks' Notice  Shareholder Proposals Mgmt No  22 Approve the Climate Action 100+ Shareholder SH Yes For For For For For No Resolution on Climate Change Disclosures  33 Approve the Follow This Shareholder SH Yes Against Against For Yes Resolution on Climate Change Targets  44 Approve the Follow This Shareholder Targets  45 Approve the Climate Account Detail Custodian Instructor Date Approver Date			nese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
Resolution on Climate Change Targets   Page 1   Page 1   Page 2	19	Rights in Connection with an Ac		Mgmt	Yes	For	For		For	For	No	No	No
Authorise Market Purchase of Ordinary Shares Mgmt Yes For For For For No Meeting with Two Weeks' Notice  Shareholder Proposals Mgmt No  21 Approve the Climate Action 100+ Shareholder Resolution on Climate Change Disclosures  Ballot Details  Instructor Date Approver Date			OR these resolutions i	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
Authorise the Company to Call General Mgmt Yes For For For For No Meeting with Two Weeks' Notice Shareholder Proposals Mgmt No  22 Approve the Climate Action 100+ Shareholder Resolution on Climate Change Disclosures  33 Approve the Follow This Shareholder Resolution on Climate Change Targets  34 Approve the Follow This Shareholder Resolution on Climate Change Targets  35 Approve the Follow This Shareholder Resolution on Climate Change Targets  36 Approve the Follow This Shareholder Resolution on Climate Change Targets  37 Approve the Follow This Shareholder Resolution on Climate Change Targets  38 Approve the Follow This Shareholder Resolution on Climate Change Targets  49 Approve The Approver Date			nese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
Meeting with Two Weeks' Notice Shareholder Proposals Mgmt No  22 Approve the Climate Action 100+ Shareholder Resolution on Climate Change Disclosures  SH Yes For For For For No Resolution on Climate Change Disclosures  SH Yes Against Against Against For Yes Resolution on Climate Change Targets  Ballot Details  Instructor Date Approver Date	20	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Approve the Climate Action 100+ Shareholder Resolution on Climate Change Disclosures  23 Approve the Follow This Shareholder SH Yes Against Against Against For Yes Resolution on Climate Change Targets  Ballot Details  Instructor Date Approver Date	21			Mgmt	Yes	For	For		For	For	No	No	No
Resolution on Climate Change Disclosures  23 Approve the Follow This Shareholder SH Yes Against Against Against For Yes Resolution on Climate Change Targets  Ballot Details  Instructor Date Approver Date		Shareholder Proposals		Mgmt	No								
Resolution on Climate Change Targets  Ballot Details  Instructor Date Approver Date	22	• • •		SH	Yes	For	For		For	For	No	No	No
Institutional Account Detail Custodian Instructor Date Approver Date	23			SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
•••	Ballot D	etails											
				Ballot Stat	us			• • •			Votable Shares		Shares Voted
CAT, 391692 Confirmed rpestana 05/13/2019 rpestana 05/13/2019 18:	CAT, 3916	92	391692	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		181,730		181,730

#### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019 Location(s): All Locations

Institution Account(s): CAT

#### **BP Plc**

Total Shares: 181,730 181,730

#### **Meeting Results**

Outstanding Shares Voted: 20,353,561,267

Results Available: Partial

utstan	ding Shares	Voted: 20,353,	561,267		Res	sults Available: Partia	ıl						
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	1.1%	13,359,522,261	98.9%	150,388,207	1.1%	140,565,830	N/A	Poll	F+A
2	Υ	Pass	No	For	4.1%	12,771,467,350	95.9%	541,441,316	4.1%	337,586,814	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	13,484,677,599	99.7%	43,996,011	0.3%	121,779,782	N/A	Poll	F+A
4	Υ	Pass	No	For	1.2%	13,370,192,974	98.8%	157,083,122	1.2%	123,219,761	N/A	Poll	F+A
5	Υ	Pass	No	For	1.8%	13,282,295,777	98.2%	244,006,924	1.8%	124,198,376	N/A	Poll	F+A
6	Υ	Pass	No	For	3.4%	13,073,613,643	96.6%	453,216,737	3.4%	123,641,581	N/A	Poll	F+A
7	Υ	Pass	No	For	0.3%	13,479,377,986	99.7%	44,129,326	0.3%	126,993,298	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	13,300,725,140	98.3%	225,214,349	1.7%	124,560,817	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	13,474,891,619	99.6%	52,783,924	0.4%	122,783,120	N/A	Poll	F+A
10	Υ	Pass	No	For	1.8%	13,286,985,824	98.2%	238,584,961	1.8%	124,887,888	N/A	Poll	F+A
11	Υ	Pass	No	For	0.3%	13,478,019,987	99.7%	38,418,333	0.3%	124,015,781	N/A	Poll	F+A
12	Υ	Pass	No	For	0.6%	13,439,715,611	99.4%	83,895,218	0.6%	126,890,841	N/A	Poll	F+A
13	Υ	Pass	No	For	2.3%	13,154,553,590	97.7%	311,060,792	2.3%	184,886,087	N/A	Poll	F+A
14	Υ	Pass	No	For	0.6%	13,447,547,340	99.4%	74,906,619	0.6%	128,046,229	N/A	Poll	F+A
15	Υ	Pass	No	For	0.5%	13,474,131,801	99.5%	66,045,149	0.5%	110,336,449	N/A	Poll	F+A
16	Υ	Pass	No	For	3.5%	13,056,729,819	96.5%	468,541,854	3.5%	119,869,222	N/A	Poll	F+A
17	Υ	Pass	No	For	6.5%	12,636,558,391	93.5%	879,608,690	6.5%	134,324,863	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	13,361,576,086	99.0%	138,080,684	1.0%	150,834,634	N/A	Poll	F+A
19	Υ	Pass	No	For	3.6%	13,010,997,410	96.4%	487,479,909	3.6%	152,011,879	N/A	Poll	F+A
20	Υ	Pass	No	For	1.5%	13,267,089,657	98.5%	207,280,010	1.5%	176,130,228	N/A	Poll	F+A
21	Υ	Pass	No	For	7.6%	12,451,061,928	92.4%	1,031,172,483	7.6%	168,263,451	N/A	Poll	F+A
	N												
22	Υ	Pass	No	For	0.9%	13,339,502,194	99.1%	115,759,662	0.9%	195,200,575	N/A	Poll	F+A



Vote

Against

Mamt

Vote

Against

Policy

Vote

ISS

Against

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
23	Y	Fail	No	Against	8.4%	1,077,086,256	8.4%	11,750,746,486	91.6%	802,598,545	N/A	Poll	F+A

#### **Royal Dutch Shell Plc**

**Proposal Text** 

Proposal

Number

7

8

Re-elect Charles Holliday as Director

Re-elect Catherine Hughes as Director

Meeting Date: 05/21/2019 Country: United Kingdom Primary Security ID: G7690A118 Meeting ID: 1293368

Record Date: 05/17/2019 Meeting Type: Annual Ticker: RDSB

 Primary CUSIP: G7690A118
 Primary ISIN: G800B03MM408
 Primary SEDOL: B03MM40
 Proxy Level: N/A

Votable

Proposal

Proponent

Earliest Cutoff Date: 05/15/2019 Shares Voted: 25,360 Votable Shares: 25,360 \*Shares on Loan: 0 Shares Instructed: 25,360

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Mgmt Rec

ISS Rec

Additional

Policy Rec

Voting

For

For

For

For

No

No

No

No

No

No

Policy Rec

Vote

Instruction

Management Proposals Mgmt No Accept Financial Statements and Statutory 1 Mgmt Yes For For For For No Nο No Reports Approve Remuneration Report Mgmt Yes For For For For No No No Elect Neil Carson as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Re-elect Ben van Beurden as Director Mgmt Yes For For For Nο Nο Nο Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. 5 Re-elect Ann Godbehere as Director Mgmt Yes For For For No For No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified. 6 Re-elect Euleen Goh as Director Mgmt Yes For For For No No No Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

For

For

For

Yes

Yes

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

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

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

Mgmt

Mgmt



Location(s): All Locations
Institution Account(s): CAT

## **Royal Dutch Shell Plc**

Roya									Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against	Against Policy	Against ISS
9	Re-elect Gerard Kleisterlee as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
10	Re-elect Roberto Setubal as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
11	Re-elect Sir Nigel Sheinwald as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
12	Re-elect Linda Stuntz as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
13	Re-elect Jessica Uhl as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we										
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
14	Re-elect Gerrit Zalm as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
15	Reappoint Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amour	ts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	e the propos	ed amounts ar	nd durations are	e within					
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amour	ts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	e the propos	red amounts ar	nd durations are	e within					
19	Adopt New Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **Royal Dutch Shell Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
21	Authorise EU Political Donations Expenditure	and	Mgmt	Yes	For	For		For	For	No	No	No
	Shareholder Proposal		Mgmt	No								
22	Request Shell to Set and Publish Greenhouse Gas (GHG) Emission	-	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares		Shares Voted
CAT, 39169	92	391692	Confirmed		arussell	05/15/2019	arussell	05/15/2019		25,360		25,360
					_			Total Shares:		25,360		25,360

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	1.1%	4,888,788,718	98.9%	54,067,363	1.1%	33,130,377	N/A	Poll	F+A
2	Υ	Pass	No	For	10.1%	4,357,260,297	89.9%	488,139,305	10.1%	130,596,261	N/A	Poll	F+A
3	Υ	Pass	No	For	1.4%	4,879,143,638	98.6%	71,436,470	1.4%	25,363,428	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	4,897,629,173	99.9%	6,881,678	0.1%	71,465,739	N/A	Poll	F+A
5	Υ	Pass	No	For	0.1%	4,897,814,423	99.9%	6,444,309	0.1%	71,716,441	N/A	Poll	F+A
6	Υ	Pass	No	For	1.1%	4,849,735,526	98.9%	54,482,821	1.1%	71,758,225	N/A	Poll	F+A
7	Υ	Pass	No	For	3.0%	4,751,345,450	97.0%	145,944,143	3.0%	78,687,788	N/A	Poll	F+A
8	Υ	Pass	No	For	0.2%	4,893,051,881	99.8%	11,201,051	0.2%	71,723,808	N/A	Poll	F+A
9	Υ	Pass	No	For	3.3%	4,688,091,360	96.7%	160,664,973	3.3%	127,216,800	N/A	Poll	F+A
10	Υ	Pass	No	For	0.1%	4,892,879,339	99.9%	6,080,891	0.1%	77,016,200	N/A	Poll	F+A
11	Υ	Pass	No	For	0.3%	4,891,416,377	99.7%	12,499,456	0.3%	72,018,691	N/A	Poll	F+A
12	Υ	Pass	No	For	0.2%	4,896,206,714	99.8%	7,951,175	0.2%	71,807,931	N/A	Poll	F+A
13	Υ	Pass	No	For	0.5%	4,881,237,953	99.5%	22,888,407	0.5%	71,841,123	N/A	Poll	F+A
14	Υ	Pass	No	For	0.2%	4,891,550,569	99.8%	11,851,499	0.2%	72,551,391	N/A	Poll	F+A
15	Υ	Pass	No	For	0.6%	4,922,753,927	99.4%	29,308,046	0.6%	23,840,636	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
16	Y	Pass	No	For	0.2%	4,939,317,235	99.8%	11,623,526	0.2%	24,963,931	N/A	Poll	F+A
17	Υ	Pass	No	For	1.4%	4,879,436,071	98.6%	69,044,043	1.4%	27,478,481	N/A	Poll	F+A
18	Y	Pass	No	For	0.9%	4,902,893,603	99.1%	45,096,760	0.9%	27,918,886	N/A	Poll	F+A
19	Y	Pass	No	For	0.2%	4,934,052,009	99.8%	11,928,722	0.2%	29,972,303	N/A	Poll	F+A
20	Y	Pass	No	For	1.5%	4,875,558,964	98.5%	72,478,843	1.5%	27,928,427	N/A	Poll	F+A
21	Υ	Pass	No	For	3.3%	4,656,329,555	96.7%	158,754,057	3.3%	160,870,758	N/A	Poll	F+A
	N												
22	Υ	Withdrawn	No	Against	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

#### **China Mobile Limited**

Meeting Date: 05/22/2019 Country: Hong Kong Primary Security ID: Y14965100 Meeting ID: 1310889

Record Date: 05/15/2019 Meeting Type: Annual Ticker: 941

 Primary CUSIP: Y14965100
 Primary ISIN: HK0941009539
 Primary SEDOL: 6073556
 Proxy Level: N/A

Earliest Cutoff Date: 05/16/2019 Shares Voted: 100,000 Votable Shares: 100,000 \*Shares on Loan: 0 Shares Instructed: 100,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
3.1	Elect Yang Jie as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote AGAINST the election of Moses Cheng Mo Chi is warranted as he serves on a total of more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.

Blended Rationale: A vote AGAINST the election of Moses Cheng Mo Chi is warranted as he serves on a total of more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.

3.2 Elect Dong Xin as Director Mgmt Yes For For For For No No No

Voting Policy Rationale: A vote AGAINST the election of Moses Cheng Mo Chi is warranted as he serves on a total of more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.

Blended Rationale: A vote AGAINST the election of Moses Cheng Mo Chi is warranted as he serves on a total of more than six public company boards. In the absence of any significant issues concerning other nominees, a vote FOR their election is warranted.



Location(s): All Locations
Institution Account(s): CAT

#### **China Mobile Limited**

Outstanding Shares Voted: 20,475,482,897

Summary

Voting

Proposal

Item

#

Dissident

Proposal

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
4.1	Elect Moses Cheng Mo Ch	i as Director	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A six public company boards. warranted.		_					an				
	Blended Rationale: A vote public company boards.In warranted.							X				
4.2	Elect Yang Qiang as Direc	tor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A six public company boards. warranted.		_					an				
	Blended Rationale: A vote public company boards.In warranted.		_					Y				
5	Approve Pricewaterhouse PricewaterhouseCoopers Auditors and Authorize Bo Remuneration	Zhong Tian LLP as	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorize Repurchase of I	Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Issuance of Equi Securities without Preemp		Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vis greater than 10 percent.				llowing:* The	aggregate shar	e issuance lim	ït				
	Blended Rationale: A vote a greater than 10 percent.*				ing:* The aggre	egate share iss	uance limit is					
8	Authorize Reissuance of F	Repurchased Shares	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vis greater than 10 percent.				llowing:* The	aggregate shar	e issuance limi	it				
	Blended Rationale: A vote preater than 10 percent.*				ing:* The aggre	egate share iss	uance limit is					
Ballot D												
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		100,000		100,000
CA1, 3910												

Dissent

Level

Mgmt

Rec

Results Available: Partial

For

%

For

Against

Against

Abstain

Result

Туре

Abstain

Base



Location(s): All Locations
Institution Account(s): CAT

	-	-											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	18,747,462,419	100.0%	1,090,735	0.0%	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	18,755,982,992	100.0%	313,565	0.0%	N/A	N/A	Poll	F+A
3.1	Υ	Pass	No	For	1.2%	18,539,695,459	98.8%	216,094,382	1.2%	N/A	N/A	Poll	F+A
3.2	Υ	Pass	No	For	0.9%	18,581,482,228	99.1%	178,126,819	0.9%	N/A	N/A	Poll	F+A
4.1	Υ	Pass	No	For	14.5%	16,042,701,660	85.5%	2,713,307,862	14.5%	N/A	N/A	Poll	F+A
4.2	Υ	Pass	No	For	0.3%	18,712,648,597	99.7%	46,945,995	0.3%	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	0.2%	18,711,821,898	99.8%	44,434,434	0.2%	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	0.1%	18,744,705,687	99.9%	9,792,808	0.1%	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	16.9%	15,591,845,289	83.1%	3,167,846,473	16.9%	N/A	N/A	Poll	F+A
8	Y	Pass	No	For	16.7%	15,631,071,024	83.3%	3,128,617,733	16.7%	N/A	N/A	Poll	F+A

#### DowDuPont Inc.

Meeting Date: 05/23/2019 Country: USA Primary Security ID: 26078J100 Meeting ID: 1333857

Record Date: 05/01/2019 Meeting Type: Special Ticker: DWDP

 Primary CUSIP: 260783100
 Primary ISIN: US2607831007
 Primary SEDOL: BYP66M4
 Proxy Level: 2

Earliest Cutoff Date: 05/22/2019 Shares Voted: 23,445 Votable Shares: 23,445 \*Shares on Loan: 0 Shares Instructed: 23,445

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Reverse Stock Split		Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
CAT, 39169	92	000391692	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		23,445		23,445
								Total Shares		23,445		23,445

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	2.7%	1,914,395,130	97.3%	45,345,420	2.3%	7,226,350	0.4%	Proxy	F+A+AB
2	Υ	Pass	No	For	10.4%	1,754,948,995	89.6%	202,990,195	10.4%	9,027,710	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): CAT

Total Ballots: 1

#### **Nucleus Financial Group Plc**

Elect David Ferguson as Director

Meeting Date: 05/23/2019 Country: United Kingdom Primary Security ID: G6685L105 Meeting ID: 1317446

Record Date: 05/21/2019 Meeting Type: Annual Ticker: NUC

Voting Policy: ISS

Primary CUSIP: G6685L105 Primary ISIN: G800BG226360 Primary SEDOL: BG22636 Proxy Level: N/A

Earliest Cutoff Date: 05/17/2019 Shares Voted: 53,000 Votable Shares: 53,000 \*Shares on Loan: 0 Shares Instructed: 53,000

Vote Vote Vote Votable Additional Proposal Voting Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS 1 Accept Financial Statements and Statutory Mgmt Yes For For For No No No For Reports 2 Approve Final Dividend Mamt Yes For For For For No No No

For

For

**Additional Policy:** 

For

For

No

No

No

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

Mgmt

Yes



Location(s): All Locations
Institution Account(s): CAT

#### **Nucleus Financial Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
4	Elect Stuart Geard as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

Blended Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

Elect Angus Samuels as Director

Mgmt

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.



Location(s): All Locations
Institution Account(s): CAT

#### **Nucleus Financial Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
6	Elect Tracy Dunley-Owen as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

Blended Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

7 Elect Margaret Hassall as Director

Mgmt

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.



Location(s): All Locations
Institution Account(s): CAT

#### **Nucleus Financial Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
8	Elect John Levin as Director	Mamt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

Blended Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\* This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time.

9 Elect Jeremy Gibson as Director

Voting Policy Rationale: Items 3, 4 & 6-8A vote FOR the election of David Ferguson, Stuart Geard, Tracey Dunley-Owen, Margaret Hassall and John Levin is warranted because no significant concerns have been identified. Item 5A vote FOR the election of Angus Samuels is warranted, although it is not without concern for shareholders for the following reason:\* He is a

election of Angus Samueis is warranted, although it is not without concern for shareholders for the following reason:\* He is a Non-executive Chair with whom a potential independence issue has been identified and he currently sits on the Audit and Remuneration Committees, which is not in line with UK best practice recommendations. The main reason for support is:\* This is the first AGM of the Company since is admission to AIM on 26 July 2018. As such, some degree of flexibility is considered warranted at this time. Items 9 & 10A vote FOR on the election of Jeremy Gibson and Jonathan Polin is warranted, although it is not without concern for shareholders for the following reason:\* They are NEDs with whom potential independence issues have been identified and they currently sit on the Audit and Remuneration Committees, respectively, and the compositions of these Committees do not adhere to UK best practice recommendations for a company of this size. The main reason for support is:\*

This is the first AGM of the Company since its admission to AIM on 26 July 2018. As such, some degree of flexibility is

Mgmt

Yes

For

For

No

No

No



Location(s): All Locations
Institution Account(s): CAT

### **Nucleus Financial Group Plc**

roposal lumber	Proposal Text		Proponent	Votable Proposa	I Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Jonathan Polin as Direct	or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items Margaret Hassall and John Levi election of Angus Samuels is w Non-executive Chair with whom Remuneration Committees, wh the first AGM of the Company swarranted at this time. Items 9 not without concern for shareh been identified and they currer Committees do not adhere to LE This is the first AGM of the Conconsidered warranted at this til	in is warranted becausi arranted, although it is in a potential independe ich is not in line with U since is admission to Al & 10A vote FOR on the olders for the following itly sit on the Audit and IK best practice recom	e no significant of not without contents to some has be like best practice of the like best practice of the like best practice of the like best preason.* They is a reason.* They is the like best preason.*	concerns had cern for single indenting the commendation of the commendation of the commendation of the commendation company in compa	ave been identi hareholders for fied and he curn dations. The ma th, some degreen and Jonathan with whom pote es, respectively, of this size. The	fied.Item 5A vo the following re- tently sits on the in reason for su to of flexibility is Polin is warran tential independent and the compo te main reason fo	te FOR the eason:* He is a e Audit and upport is:* This considered ted, although it ence issues hav ositions of these or support is:*	: is t is ve e				
	Blended Rationale: Items 3, 4 of Hassall and John Levin is warra Angus Samuels is warranted, a Non-executive Chair with whon Remuneration Committees, who the first AGM of the Company swarranted at this time. Items 9 not without concern for shareh been identified and they currer Committees do not adhere to LE This is the first AGM of the Conconsidered warranted at this time.	anted because no signing though it is not withous a potential independent ich is not in line with Usince is admission to Australia with the since for the following the sit on the Audit and IK best practice recommany since its admission to significant is admission to significant is admission to significant its admission the sudit and the significant is admission the significant is admission the significant is admission that we will be significant is admission to significant is significant in the significant is significant in the significant is significant in the signific	ficant concerns had concerns had been for she had been for she had been for the had been fo	nave been areholders een identii recommend 18. As suc emy Gibsoi are NEDs Committee o company	identified.Item is for the followin ified and he curn dations.The ma th, some degree in and Jonathan with whom pota es, respectively, of this size.The	5A vote FOR the senty sits on the in reason for subset of flexibility is Polin is warrantential independent and the composite main reason for the sential independent in the sential in	e election of is a e Audit and apport is:* This considered ted, although it ence issues havestions of these or support is:*	is tis ve e				
11	Appoint PricewaterhouseCoop Auditors	ers LLP as	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise Board to Fix Remur Auditors	eration of	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the ,	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the prope	osed amounts a	nd durations ar	re within					
14	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	the prop	osed amounts a	nd durations ar	re within					
15	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted

Total Shares:

53,000

53,000



Location(s): All Locations
Institution Account(s): CAT

## **Nucleus Financial Group Plc**

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
9	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
10	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
11	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
12	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
13	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
14	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
15	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

## **National Oilwell Varco, Inc.**

 Meeting Date: 05/28/2019
 Country: USA
 Primary Security ID: 637071101
 Meeting ID: 1324499

Record Date: 03/29/2019 Meeting Type: Annual Ticker: NOV

 Primary CUSIP: 637071101
 Primary ISIN: US6370711011
 Primary SEDOL: 2624486
 Proxy Level: 3

Earliest Cutoff Date: 05/24/2019 Shares Voted: 16,760 Votable Shares: 16,760 \*Shares on Loan: 0 Shares Instructed: 16,760

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1A	Elect Director Clay C. Williams	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Voting Policy Rationale: * Vote AGAINST James Hacket an outside company.* A vote FOR the remaining director	-		three public be	oards while ser	ving as a CEO o	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director in	-		e public boards	s while serving	as a CEO of an					
1B	Elect Director Greg L. Armstrong	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackets an outside company. * A vote FOR the remaining director	_		three public be	oards while ser	ving as a CEO o	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director in	_		e public boards	s while serving	as a CEO of an					
1C	Elect Director Marcela E. Donadio	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Hackets an outside company. * A vote FOR the remaining director	_		three public be	oards while ser	ving as a CEO c	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director in	_		e public boards	while serving	as a CEO of an					
1D	Elect Director Ben A. Guill	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director in	-		e public boards	while serving	as a CEO of an					
1E	Elect Director James T. Hackett	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: * Vote AGAINST James Hacket an outside company.* A vote FOR the remaining director	_		three public be	oards while ser	ving as a CEO o	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director in	_		e public boards	while serving	as a CEO of an					
1F	Elect Director David D. Harrison	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackets an outside company. * A vote FOR the remaining director	_		three public be	oards while ser	ving as a CEO o	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director in	_		e public boards	while serving	as a CEO of an					
1G	Elect Director Eric L. Mattson	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackets an outside company. * A vote FOR the remaining director			three public be	oards while ser	ving as a CEO c	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company. * A vote FOR the remaining director in	-		e public boards	while serving	as a CEO of an					
1H	Elect Director Melody B. Meyer	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Hackets an outside company. * A vote FOR the remaining directors	_		three public bo	oards while ser	ving as a CEO o	of				
	Blended Rationale: * Vote AGAINST James Hackett for outside company.* A vote FOR the remaining director n	-		e public boards	s while serving	as a CEO of an					



Location(s): All Locations
Institution Account(s): CAT

## **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1I	Elect Director William R. Thor	mas	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote an outside company.* A vote F		-			ooards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGA outside company.* A vote FOR		-		ee public board	ls while serving	as a CEO of a	7				
2	Ratify Ernst & Young LLP as A	Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation		Mgmt	Yes	For	For		For	For	No	No	No
4	Amend Omnibus Stock Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	592	000391692	Confirmed		arussell	05/22/2019	arussell	05/22/2019		16,760		16,760
								Total Shares	s: =====	16,760		16,760

#### **Meeting Results**

Outstanding Shares Voted: 385,932,068 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1A	Y	Pass	No	For	3.6%	307,905,691	96.4%	11,502,986	3.6%	137,335	N/A	Proxy	F+A
1B	Υ	Pass	No	For	4.8%	304,146,566	95.2%	15,264,020	4.8%	135,426	N/A	Proxy	F+A
1C	Y	Pass	No	For	0.6%	317,475,120	99.4%	1,938,168	0.6%	132,724	N/A	Proxy	F+A
1D	Y	Pass	No	For	6.1%	299,881,341	93.9%	19,524,320	6.1%	140,351	N/A	Proxy	F+A
1E	Υ	Pass	No	For	26.6%	234,265,162	73.4%	85,101,535	26.6%	179,315	N/A	Proxy	F+A
1F	Y	Pass	No	For	5.6%	301,514,702	94.4%	17,889,485	5.6%	141,825	N/A	Proxy	F+A
1G	Υ	Pass	No	For	5.8%	300,814,524	94.2%	18,589,950	5.8%	141,538	N/A	Proxy	F+A
1H	Y	Pass	No	For	0.6%	317,539,964	99.4%	1,872,439	0.6%	133,609	N/A	Proxy	F+A
1I	Υ	Pass	No	For	0.4%	318,253,049	99.6%	1,154,220	0.4%	138,743	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.0%	331,561,147	97.0%	8,948,012	2.6%	1,346,988	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	8.0%	293,950,715	92.0%	25,219,673	7.9%	375,624	0.1%	Proxy	F+A+AB
4	Υ	Pass	No	For	6.6%	298,430,739	93.4%	20,725,805	6.5%	389,468	0.1%	Proxy	F+A+AB



proposed amendments.

amendments.

Location(s): All Locations
Institution Account(s): CAT

#### **China Life Insurance Company Limited**

Primary Security ID: Y1477R204 Meeting ID: 1322591 Meeting Date: 05/30/2019 Country: China Record Date: 04/29/2019 Ticker: 2628 Meeting Type: Annual Primary SEDOL: 6718976 Primary CUSIP: Y1477R204 Primary ISIN: CNE1000002L3 Proxy Level: N/A Earliest Cutoff Date: 05/24/2019 Shares Voted: 193,000 Votable Shares: 193,000 \*Shares on Loan: 0 Shares Instructed: 193,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS AGM BALLOT FOR HOLDERS OF H SHARES Mgmt No 1 Approve 2018 Report of the Board of For For For For Nο Nο Mamt Yes Nο Directors Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Approve 2018 Report of the Board of 2 Mgmt Yes For For For For No No No Supervisors Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. 3 Approve 2018 Financial Report Mgmt Yes For For For For No No No Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Approve 2018 Profit Distribution Plan Yes For For For For No No No Mamt Approve Remuneration of Directors and Mgmt For For No No Supervisors Elect Han Bing as Supervisor SH Yes For For For For No Nο No Amend Rules and Procedures Regarding For Mamt Yes For For For No No No General Meetings of Shareholders Voting Policy Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed amendments. Blended Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed amendments. Amend Rules and Procedures Regarding Mgmt Yes For For For For Nο Nο Nο Meetings of Board of Directors

Voting Policy Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the

Blended Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed



Location(s): All Locations
Institution Account(s): CAT

## **China Life Insurance Company Limited**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
9	Amend Rules and Procedures R Meetings of Board of Superviso		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F proposed amendments.	OR these resolutions is	s warranted giv	en the abse	ence of any kno	own issues con	cerning the					
	Blended Rationale: A vote FOR to amendments.	hese resolutions is war	rranted given ti	he absence o	of any known i	issues concerni	ing the propose	d				
10	Approve Ernst & Young Hua Min PRC Auditor and the Auditor for and Ernst & Young as the Hong and Authorize Board to Fix The Remuneration	US Form 20-F Kong Auditor	Mgmt	Yes	For	For		For	For	No	No	No
11	Amend Articles of Association R Committee	legarding Party	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote A to adequately provide for account			•	les and bylaw	amendments a	re not consider	ed				
	Blended Rationale: A vote AGAIN adequately provide for accountate				nd bylaw ame	ndments are no	ot considered to	)				
12	Approve Issuance of Equity or I Securities without Preemptive F Shares		Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote A than 10 percent.* The company			for the follov	wing:* The H s	share issuance	limit is greater					
	Blended Rationale: A vote AGAIN 10 percent.* The company has n			ne following:	* The H share	issuance limit	is greater than					
13	Approve Overseas Issuance of	Senior Bonds	Mgmt	Yes	For	For		For	For	No	No	No
14	Elect Li Mingguang as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F nominees.	OR both nominees is v	varranted giver	n the absenc	ce of any know	vn issues conce	erning the					
	Blended Rationale: A vote FOR b	oth nominees is warra	nted given the	absence of	any known iss	sues concerning	the nominees.					
15	Elect Wang Junhui as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F nominees.	OR both nominees is v	varranted giver	n the absend	ce of any know	vn issues conce	erning the					
	Blended Rationale: A vote FOR b	oth nominees is warra	nted given the	absence of	any known iss	sues concerning	the nominees.					
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		arussell	05/23/2019	arussell	05/23/2019		193,000		193,000

#### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000 Results Available: Full

**Total Shares:** 

193,000

193,000



Location(s): All Locations
Institution Account(s): CAT

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	22,479,821,602	99.9%	113,440	0.0%	15,059,245	0.1%	Poll	F+A+AE
2	Υ	Pass	No	For	0.1%	22,479,842,922	99.9%	94,650	0.0%	15,056,715	0.1%	Poll	F+A+AE
3	Υ	Pass	No	For	0.1%	22,479,843,017	99.9%	98,115	0.0%	15,053,155	0.1%	Poll	F+A+AE
4	Υ	Pass	No	For	0.1%	22,482,104,122	99.9%	172,765	0.0%	12,717,400	0.1%	Poll	F+A+AE
5	Υ	Pass	No	For	0.8%	22,319,382,862	99.2%	156,870,120	0.7%	18,741,305	0.1%	Poll	F+A+Al
6	Υ	Pass	No	For	1.2%	22,218,381,687	98.8%	260,209,310	1.2%	16,403,290	0.1%	Poll	F+A+Al
7	Υ	Pass	No	For	0.1%	22,461,605,558	99.9%	20,642,239	0.1%	12,746,490	0.1%	Poll	F+A+AE
8	Υ	Pass	No	For	0.1%	22,461,602,758	99.9%	20,638,899	0.1%	12,752,630	0.1%	Poll	F+A+Al
9	Υ	Pass	No	For	0.1%	22,461,598,403	99.9%	20,634,319	0.1%	12,761,565	0.1%	Poll	F+A+Al
10	Υ	Pass	No	For	0.2%	22,448,657,032	99.8%	30,217,515	0.1%	16,119,740	0.1%	Poll	F+A+AE
11	Υ	Pass	No	For	9.4%	20,383,270,370	90.6%	2,050,277,898	9.1%	61,446,019	0.3%	Poll	F+A+Al
12	Υ	Pass	No	For	10.5%	20,136,304,577	89.5%	2,345,826,920	10.4%	12,862,790	0.1%	Poll	F+A+Al
13	Υ	Pass	No	For	0.1%	22,481,980,762	99.9%	188,445	0.0%	12,825,080	0.1%	Poll	F+A+A
14	Υ	Pass	No	For	1.2%	22,214,930,948	98.8%	254,909,359	1.1%	25,153,980	0.1%	Poll	F+A+A
15	Y	Pass	No	For	1.4%	22,182,971,849	98.6%	286,868,183	1.3%	25,154,255	0.1%	Poll	F+A+A

## **General Motors Company**

Meeting Date: 06/04/2019	Country: USA	Primary Security II	<b>):</b> 37045V100	Meeting ID: 1326692
<b>Record Date:</b> 04/08/2019	Meeting Type: Annual	Ticker: GM		
Primary CUSIP: 37045V100	Primary ISIN: US37045V1008	Primary SEDOL: B665K	Z5	Proxy Level: 3

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Wesley G. Bush	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

## **General Motors Company**

Conc	ardi Flotoro Company								V-4-	W-1-	W-4-
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1c	Elect Director Linda R. Gooden	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1d	Elect Director Joseph Jimenez	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Jane L. Mendillo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director Judith A. Miscik	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Patricia F. Russo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Thomas M. Schoewe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Theodore M. Solso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1j	Elect Director Carol M. Stephenson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1k	Elect Director Devin N. Wenig	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **General Motors Company**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4 Requi  Voting beginni unpreci  Blendet beginni unpreci  5 Repor  Voting expendi	Require Independent Board Chairman	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is beginning with the next CEO transition, would help unprecedented challenges to its business model an										
	Blended Rationale: A vote FOR this proposal is war beginning with the next CEO transition, would help unprecedented challenges to its business model an										
5	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is expenditures, trade association memberships, and assess the risks and benefits associated with the co										

Blended Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association memberships, and management-level oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	000391692	Confirmed	arussell	05/29/2019	arussell	05/29/2019	50,102	50,102
						Total Shares:	50,102	50,102

#### **Meeting Results**

Outstanding Shares Voted: 1,420,831,726

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.9%	1,095,141,532	98.1%	21,312,091	1.9%	4,158,293	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.4%	1,103,529,792	98.6%	15,855,840	1.4%	1,226,284	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.2%	1,116,955,587	99.8%	2,577,863	0.2%	1,078,466	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.4%	1,115,064,272	99.6%	4,346,037	0.4%	1,201,607	N/A	Proxy	F+A
1e	Υ	Pass	No	For	1.1%	1,107,006,176	98.9%	12,515,824	1.1%	1,089,916	N/A	Proxy	F+A
1f	Υ	Pass	No	For	0.2%	1,116,720,430	99.8%	2,574,473	0.2%	1,317,013	N/A	Proxy	F+A
1g	Υ	Pass	No	For	2.8%	1,079,577,443	97.2%	30,944,427	2.8%	10,090,046	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.2%	1,116,675,388	99.8%	2,697,719	0.2%	1,238,809	N/A	Proxy	F+A
1i	Υ	Pass	No	For	1.1%	1,106,960,213	98.9%	12,514,709	1.1%	1,136,994	N/A	Proxy	F+A
1j	Υ	Pass	No	For	1.7%	1,100,834,969	98.3%	18,676,004	1.7%	1,100,943	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.3%	1,116,586,109	99.7%	2,801,478	0.3%	1,224,329	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	2.6%	1,090,899,591	97.3%	27,543,713	2.5%	2,168,612	0.2%	Proxy	F+A+AB
3	Υ	Pass	No	For	0.7%	1,264,343,798	99.3%	7,460,517	0.6%	1,604,292	0.1%	Proxy	F+A+AB
4	Υ	Fail	No	Against	37.2%	414,492,577	37.0%	703,378,125	62.8%	2,741,214	0.2%	Proxy	F+A+AB
5	Υ	Fail	No	Against	29.8%	328,695,074	29.3%	786,938,618	70.2%	4,978,224	0.4%	Proxy	F+A+AB

### **Tesco Plc**

Meeting Date: 06/13/2019 Record Date: 06/11/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID Ticker: TSCO	: G87621101	Meeting ID: 1321692
Primary CUSIP: G87621101	<b>Primary ISIN:</b> GB0008847096	Primary SEDOL: 088470	9	Proxy Level: N/A
Earliest Cutoff Date: 06/07/2019 Total Ballots: 1	Shares Voted: 767,530 Voting Policy: ISS	Votable Shares: 767,530	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 767,530

rotal ball	ots: 1 Voting Policy: 155					Additional Po	iicy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Melissa Bethell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	s is warranted as	no significa	nt concerns ha	ve been identil	fied.					
	Blended Rationale: A vote FOR these candidates is w	varranted as no s	ignificant co	ncerns have be	een identified.						
5	Re-elect John Allan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	s is warranted as	no significai	nt concerns ha	ve been identit	fied.					
	Blended Rationale: A vote FOR these candidates is w	varranted as no s	ignificant co	ncerns have be	een identified.						
6	Re-elect Mark Armour as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	s is warranted as	no significai	nt concerns ha	ve been identif	fied.					
	Blended Rationale: A vote FOR these candidates is w	varranted as no s	ignificant co	ncerns have be	een identified.						
7	Re-elect Stewart Gilliland as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	s is warranted as	no significai	nt concerns ha	ve been identit	fied.					
	Blended Rationale: A vote FOR these candidates is w	varranted as no s	ignificant co	ncerns have be	een identified.						
8	Re-elect Steve Golsby as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates	s is warranted as	no significa	nt concerns ha	ve been identil	fied.					

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): CAT

### **Tesco Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Re-elect Byron Grote as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
10	Re-elect Dave Lewis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
11	Re-elect Mikael Olsson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
12	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
13	Re-elect Simon Patterson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
14	Re-elect Alison Platt as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
15	Re-elect Lindsey Pownall as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
16	Re-elect Alan Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
17	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
19	Approve Deferred Bonus Plan	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

### **Tesco Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
20	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR recommended limits.	these resolutions	is warranted bed	cause the p	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR thes recommended limits.	e resolutions is wa	erranted because	the propo	sed amounts a	nd durations ar	re within					
21	Authorise Issue of Equity without Rights	Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR recommended limits.	these resolutions	is warranted bed	cause the p	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR thes recommended limits.	e resolutions is wa	arranted because	the propo	sed amounts a	nd durations ar	re within					
22	Authorise Issue of Equity without I Rights in Connection with an Acqu Other Capital Investment		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR recommended limits.	these resolutions	is warranted bed	cause the p	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR thes recommended limits.	e resolutions is wa	nrranted because	the propo	sed amounts a	nd durations ar	re within					
23	Authorise Market Purchase of Ordi	nary Shares	Mgmt	Yes	For	For		For	For	No	No	No
24	Approve Scrip Dividend		Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donations ar Expenditure	nd	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call Ger Meeting with Two Weeks' Notice	neral	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
		Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		arussell	06/06/2019	arussell	06/06/2019		767,530		767,530
								Total Shares	s: =====	767,530		767,530

#### **Meeting Results**

Outstanding Shares Voted: 9,793,496,561

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	7,157,608,276	100.0%	961,015	0.0%	29,963,930	N/A	Poll	F+A
2	Υ	Pass	No	For	2.8%	6,989,347,846	97.2%	197,645,037	2.8%	1,540,339	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	7,186,506,198	100.0%	1,589,681	0.0%	479,952	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	7,171,394,471	99.8%	15,552,972	0.2%	1,628,388	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Υ	Pass	No	For	5.3%	6,809,057,773	94.7%	378,081,541	5.3%	1,436,274	N/A	Poll	F+A
6	Υ	Pass	No	For	0.3%	7,163,253,774	99.7%	23,835,228	0.3%	1,486,830	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	7,159,978,241	99.6%	27,181,856	0.4%	1,415,735	N/A	Poll	F+A
8	Υ	Pass	No	For	0.3%	7,168,352,469	99.7%	18,776,292	0.3%	1,447,071	N/A	Poll	F+A
9	Υ	Pass	No	For	3.0%	6,974,031,980	97.0%	213,135,220	3.0%	1,408,177	N/A	Poll	F+A
10	Υ	Pass	No	For	0.1%	7,182,876,319	99.9%	4,455,417	0.1%	1,244,096	N/A	Poll	F+A
11	Υ	Pass	No	For	0.1%	7,181,326,187	99.9%	5,856,201	0.1%	1,394,569	N/A	Poll	F+A
12	Υ	Pass	No	For	0.2%	7,173,010,223	99.8%	14,100,138	0.2%	1,466,596	N/A	Poll	F+A
13	Υ	Pass	No	For	0.3%	7,168,516,811	99.7%	18,644,603	0.3%	1,415,543	N/A	Poll	F+A
14	Υ	Pass	No	For	0.9%	7,124,197,391	99.1%	62,925,844	0.9%	1,453,721	N/A	Poll	F+A
15	Υ	Pass	No	For	0.1%	7,182,847,966	99.9%	4,333,387	0.1%	1,395,526	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	7,163,847,042	99.7%	23,282,913	0.3%	1,447,002	N/A	Poll	F+A
17	Υ	Pass	No	For	2.7%	6,991,977,661	97.3%	195,304,076	2.7%	1,295,218	N/A	Poll	F+A
18	Υ	Pass	No	For	1.6%	7,073,216,455	98.4%	114,277,645	1.6%	1,082,855	N/A	Poll	F+A
19	Υ	Pass	No	For	0.7%	7,133,951,327	99.3%	52,028,755	0.7%	2,596,874	N/A	Poll	F+A
20	Υ	Pass	No	For	6.6%	6,711,169,987	93.4%	475,950,267	6.6%	1,456,702	N/A	Poll	F+A
21	Υ	Pass	No	For	1.5%	7,075,568,250	98.5%	111,038,406	1.5%	1,970,221	N/A	Poll	F+A
22	Υ	Pass	No	For	5.2%	6,812,558,154	94.8%	374,059,988	5.2%	1,958,735	N/A	Poll	F+A
23	Υ	Pass	No	For	1.5%	7,078,331,517	98.5%	107,181,500	1.5%	3,063,938	N/A	Poll	F+A
24	Υ	Pass	No	For	1.8%	7,059,180,746	98.2%	128,242,876	1.8%	1,153,334	N/A	Poll	F+A
25	Υ	Pass	No	For	4.7%	6,816,326,533	95.3%	339,350,420	4.7%	32,900,003	N/A	Poll	F+A
26	Υ	Pass	No	For	5.7%	6,748,345,067	94.3%	408,090,959	5.7%	32,140,930	N/A	Poll	F+A

## **NXP Semiconductors NV**

Meeting Date: 06/17/2019 Record Date: 05/20/2019	Country: Netherlands Meeting Type: Annual	Primary Security ID: N6596X109 Ticker: NXPI	<b>Meeting ID:</b> 1334446
Primary CUSIP: N6596X109	<b>Primary ISIN:</b> NL0009538784	Primary SEDOL: B505PN7	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): CAT

#### **NXP Semiconductors NV**

Farliest Cutoff Date: 06/14/2019 Shares Voted: 7,330 Votable Shares: 7.330 \*Shares on Loan: 0 Shares Instructed: 7,330 Total Ballots: 1 Voting Policy: ISS Additional Policy: Vote Vote Vote Votable Additional Against Against Proposal Voting Vote Against **Proposal Text** ISS Rec **Policy Rec** Instruction Number Proponent Proposal Mgmt Rec Policy Rec Mgmt Policy ISS Annual Meeting Agenda Mgmt No Open Meeting Mgmt No 2a Discuss Implementation of Remuneration Mgmt No Policy Receive Explanation on Company's Reserves 2b Mgmt No and Dividend Policy 2c Adopt Financial Statements and Statutory No Mamt Yes For No No Reports 2d Approve Discharge of Board Members Mgmt Yes For For For For No No No 3a Reelect Richard L. Clemmer as Executive Mamt Yes For For For No No For No Director Voting Policy Rationale: A vote FOR the 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. Blended Rationale: A vote FOR the 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. 3b Reelect Peter Bonfield as Non-Executive Mgmt For For For Against Yes Yes Yes Director Voting Policy Rationale: A vote FOR the 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. Blended Rationale: A vote FOR the 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. Reelect Kenneth A. Goldman as Mgmt Yes For For For Against Yes Yes Yes Non-Executive Director Voting Policy Rationale: A vote FOR the 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. Blended Rationale: A vote FOR the 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. Reelect Josef Kaeser as Non-Executive 3d Mamt Yes For For For For Nο Nο Nο Director Voting Policy Rationale: A vote FOR the 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. Blended Rationale: A vote FOR the 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.



Location(s): All Locations
Institution Account(s): CAT

### **NXP Semiconductors NV**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3e	Elect Lena Olving as Non-Executive Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the elections is warr four years;* The candidates appear to possess the nece controversy concerning the candidates.				•	-					
	Blended Rationale: A vote FOR the elections is warrante years;* The candidates appear to possess the necessary controversy concerning the candidates.				,						
3f	Reelect Peter Smitham as Non-Executive Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the elections is ward four years;* The candidates appear to possess the nece controversy concerning the candidates.				•	-					
	Blended Rationale: A vote FOR the elections is warrante years;* The candidates appear to possess the necessary controversy concerning the candidates.				•	-					
3g	Reelect Julie Southern as Non-Executive Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the elections is warr four years;* The candidates appear to possess the nece controversy concerning the candidates.				•	_					
	Blended Rationale: A vote FOR the elections is warrante years;* The candidates appear to possess the necessary controversy concerning the candidates.				,						
3h	Elect Jasmin Staiblin as Non-Executive Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the elections is warn four years;* The candidates appear to possess the nece controversy concerning the candidates.				,						
	Blended Rationale: A vote FOR the elections is warrante years;* The candidates appear to possess the necessary controversy concerning the candidates.				•	-					
3i	Reelect Gregory Summe as Non-Executive Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the elections is warr four years;* The candidates appear to possess the nece controversy concerning the candidates.					-					
	Blended Rationale: A vote FOR the elections is warrante years;* The candidates appear to possess the necessary controversy concerning the candidates.				•	-					



Location(s): All Locations
Institution Account(s): CAT

### **NXP Semiconductors NV**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
3j	Elect Karl-Henrik Sundstrom as N Director	lon-Executive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO four years;* The candidates appear controversy concerning the candidates	ar to possess the nec				,		g				
	Blended Rationale: A vote FOR the years;* The candidates appear to controversy concerning the candid	possess the necessa				,		ır				
4a	Grant Board Authority to Issue S 10 Percent of Issued Capital	hares Up To	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO regarding volume and duration.	R these proposals is	warranted beca	ause it is in	line with comm	nonly used safe	eguards					
	Blended Rationale: A vote FOR the volume and duration.	ese proposals is warr	anted because	it is in line ı	with commonly	vused safeguar	ds regarding					
4b	Authorize Board to Exclude Preer from Share Issuances	mptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO regarding volume and duration.	R these proposals is	warranted beca	ause it is in	line with comm	nonly used safe	eguards					
	Blended Rationale: A vote FOR the volume and duration.	ese proposals is warr	anted because	it is in line ı	with commonly	vused safeguar	ds regarding					
5	Approve NXP 2019 Omnibus Ince	entive Plan	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AG plan,* Total potential dilution exce						pate in the					
	Blended Rationale: A vote AGAINS Total potential dilution exceeds 10						in the plan;*					
6	Authorize Repurchase of Shares		Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AG volume and pricing;* The authoriz company holds more than 10 perc	ration would allow N	XP to hold up to	50 percent		,		,				
	Blended Rationale: A vote AGAINS volume and pricing;* The authoriz company holds more than 10 percentages.	ration would allow N	XP to hold up to	50 percent	•	-						
7	Approve Cancellation of Repurch	ased Shares	Mgmt	Yes	For	For		For	For	No	No	No
8	Ratify KPMG Accountants N.V. as	S Auditors	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
CAT, 3916	92	000391692	Confirmed		rpestana	06/14/2019	rpestana	06/14/2019		7,330		7,330
								Total Shares	s: =====	7,330		7,330



Location(s): All Locations
Institution Account(s): CAT

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

tem #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	N												
2a	N												
2b	N												
2c	Υ	Pass	No	For	N/A	219,748,666	N/A	32,689	N/A	584,942	N/A	Poll	F+A+AE
2d	Υ	Pass	No	For	N/A	219,331,078	N/A	137,593	N/A	897,626	N/A	Poll	F+A+AE
3a	Υ	Pass	No	For	N/A	220,030,777	N/A	303,498	N/A	32,022	N/A	Poll	F+A+AB
3b	Υ	Pass	No	For	N/A	215,916,000	N/A	4,417,748	N/A	32,549	N/A	Poll	F+A+AE
3c	Υ	Pass	No	For	N/A	167,237,881	N/A	53,095,400	N/A	33,016	N/A	Poll	F+A+AE
3d	Υ	Pass	No	For	N/A	146,402,946	N/A	73,666,889	N/A	296,462	N/A	Poll	F+A+Al
3e	Υ	Pass	No	For	N/A	216,483,397	N/A	3,777,361	N/A	105,539	N/A	Poll	F+A+Al
3f	Υ	Pass	No	For	N/A	212,695,528	N/A	7,637,886	N/A	32,883	N/A	Poll	F+A+AE
3g	Υ	Pass	No	For	N/A	215,149,409	N/A	5,184,434	N/A	32,454	N/A	Poll	F+A+AI
3h	Υ	Pass	No	For	N/A	216,691,901	N/A	3,641,922	N/A	32,474	N/A	Poll	F+A+AE
3i	Υ	Pass	No	For	N/A	218,858,504	N/A	1,474,910	N/A	32,883	N/A	Poll	F+A+AE
3j	Υ	Pass	No	For	N/A	220,173,478	N/A	159,880	N/A	32,939	N/A	Poll	F+A+AE
4a	Υ	Pass	No	For	N/A	219,789,533	N/A	567,191	N/A	9,573	N/A	Poll	F+A+AE
4b	Υ	Pass	No	For	N/A	218,395,456	N/A	1,948,766	N/A	22,075	N/A	Poll	F+A+Al
5	Υ	Pass	No	For	N/A	150,130,186	N/A	70,219,913	N/A	16,198	N/A	Poll	F+A+Al
6	Υ	Pass	No	For	N/A	160,333,651	N/A	59,658,487	N/A	374,159	N/A	Poll	F+A+A
7	Υ	Pass	No	For	N/A	216,894,373	N/A	3,459,815	N/A	12,109	N/A	Poll	F+A+AI
8	Υ	Pass	No	For	N/A	219,990,898	N/A	262,416	N/A	112,983	N/A	Poll	F+A+A

## **Sony Corp.**

Meeting Date: 06/18/2019	Country: Japan	Primary Security ID: J76379106	Meeting ID: 1339785
<b>Record Date:</b> 03/31/2019	Meeting Type: Annual	Ticker: 6758	
<b>Primary CUSIP:</b> J76379106	Primary ISIN: JP3435000009	Primary SEDOL: 6821506	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): CAT

### **Sony Corp.**

Earliest Cutoff Date: 06/16/2019 Shares Voted: 35,100 Votable Shares: 35,100 \*Shares on Loan: 0 Shares Instructed: 35,100

Total Ballots: 1 Voting Policy: ISS Additional Policy:

lotal Ballo	ots: 1	Voting Policy: ISS					Additional P	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Yoshida, Kenichir	то	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Totoki, Hiroki		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Sumi, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Tim Schaaff		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Matsunaga, Kazu	0	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Miyata, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director John V. Roos		Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Minakawa, Kunih	ito	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Oka, Toshiko		Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Wendy Becker		Mgmt	Yes	For	For		For	For	No	No	No
1.13	Elect Director Hatanaka, Yoshih	niko	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
CAT, 3916	992	391692	Confirmed		arussell	06/07/2019	arussell	06/07/2019		35,100		35,100
								Total Shares		35,100		35,100

#### **Meeting Results**

Outstanding Shares Voted: 12,487,756 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	9,259,059	97.0%	212,327	N/A	3,141	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	9,429,469	99.0%	43,516	N/A	1,547	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	9,433,420	99.0%	39,569	N/A	1,541	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	9,436,113	99.0%	36,884	N/A	1,535	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	9,432,894	99.0%	40,083	N/A	1,553	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.6	Y	Pass	No	For	N/A	9,301,595	97.0%	171,388	N/A	1,546	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	9,437,399	99.0%	35,584	N/A	1,548	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	9,437,647	99.0%	35,370	N/A	1,514	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	9,442,616	99.0%	30,358	N/A	1,558	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	9,414,485	99.0%	58,579	N/A	1,464	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	9,442,732	99.0%	30,318	N/A	1,482	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	9,444,845	99.0%	28,273	N/A	1,414	N/A	Poll	F+A+AB
1.13	Υ	Pass	No	For	N/A	9,443,419	99.0%	29,553	N/A	1,559	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	8,150,369	85.0%	1,313,943	N/A	11,623	N/A	Poll	F+A+AB

## **Check Point Software Technologies Ltd.**

_	<b>Date:</b> 06/19/2019 <b>Date:</b> 05/10/2019	Country: Israel Meeting Type: Annu	ual		Primar Ticker:	y Security ID CHKP	): M22465104		Mee	eting ID: 1	334619	
Primary C	CUSIP: M22465104	Primary ISIN: IL00108	324113		Primary	<b>SEDOL:</b> 21813	34		Prox	ry Level: N/	Α	
Earliest C	utoff Date: 06/18/2019	Shares Voted: 12,455		Votable Sh	nares: 12,455		*Shares on Lo	oan: 0	Shar	es Instructo	ed: 12,455	
Total Ball	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Gil Shwed as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes for proposals and as there are no control of the proposals and as there are no control of the proposals and as there are no control of the proposals and as there are no control of the proposals and as there are no control of the proposals and as the proposals and as the proposals are not proposals.				•		ormation on thes	e				
	Blended Rationale: Votes for the proposals and as there are no co				•		tion on these					
1.2	Elect Marius Nacht as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes for proposals and as there are no control of the proposal of th				•		ormation on thes	e				
	Blended Rationale: Votes for the proposals and as there are no co				•		tion on these					
1.3	Elect Jerry Ungerman as Direc	tor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes for	or these candidates are	warranted as t	the company	/ has provided	sufficient info	ormation on thes	e				

Blended Rationale: Votes for these candidates are warranted as the company has provided sufficient information on these

proposals and as there are no concerns with the board and its committees' structure and functioning.

proposals and as there are no concerns with the board and its committees' structure and functioning.



Location(s): All Locations
Institution Account(s): CAT

## **Check Point Software Technologies Ltd.**

Proposal Number	Proposal Text	recillolog	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Dan Propper as Director		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes for proposals and as there are no co						rmation on thes	e				
	Blended Rationale: Votes for the proposals and as there are no co				-		ion on these					
1.5	Elect Tal Shavit as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes for proposals and as there are no co				-		rmation on thes	e				
	Blended Rationale: Votes for the proposals and as there are no co				•		ion on these					
1.6	Elect Shai Weiss as Director		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes for proposals and as there are no co				-		rmation on thes	e				
	Blended Rationale: Votes for the proposals and as there are no co				•		ion on these					
2	Reappoint Kost, Forer, Gabbay Auditors and Authorize Board to Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Employment Terms of CEO	Gil Shwed,	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote A unable to assess the value of the the CEO in previous years. This is level.	e CEO's proposed com	pensation pack	age for 2019	9 or the value	of the compen	sation realized L					
	Blended Rationale: A vote AGAII unable to assess the value of the the CEO in previous years. This is level.	e CEO's proposed com	pensation pack	age for 2019	9 or the value	of the compen	sation realized L	by				
4	Approve Compensation Policy for Directors and Officers of the Co		Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote A components, including on variab			s the propos	ed policy lacks	s clear disclosul	re on key					
	Blended Rationale: A vote AGAII components, including on variab			proposed po	olicy lacks clea	ar disclosure on	key					
5	Approve Amended Employee St Plan	tock Purchase	Mgmt	Yes	For	For		For	For	No	No	No
Α	Vote FOR if you are a controllin or have a personal interest in or resolutions, as indicated in the otherwise, vote AGAINST. You abstain. If you vote FOR, pleas explanation to your account materials.	one or several proxy card; may not e provide an	Mgmt	Yes	None	Refer		Refer	Against	No	No	No
Ballot I												
	onal Account Detail ne, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted



Location(s): All Locations
Institution Account(s): CAT

# **Check Point Software Technologies Ltd.**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	000391692	Confirmed	arussell	06/17/2019	arussell	06/17/2019	12,455	12,455
						Total Shares:	12,455	12,455

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results A	vailable	: Partial
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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
1.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
1.3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
1.4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
1.5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
1.6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
Α	Υ	N/A	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

### **Whitbread Plc**

Meeting Date: 06/19/2019 Record Date: 06/17/2019	Country: United Kingdom Meeting Type: Annual	Primary Secur Ticker: WTB	ity ID: G9606P197	<b>Meeting ID:</b> 1295632
Primary CUSIP: G9606P197	Primary ISIN: GB00B1KJJ408	Primary SEDOL:	B1KJJ40	Proxy Level: N/A
Earliest Cutoff Date: 06/13/2019 Total Ballots: 1	Shares Voted: 14,301 Voting Policy: ISS	Votable Shares: 14,301	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 14,301
				Vote Vote Vote

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	vote Against Mgmt	Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

### **Whitbread Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Frank Fiskers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
5	Re-elect David Atkins as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
6	Re-elect Alison Brittain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
7	Re-elect Nicholas Cadbury as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
8	Re-elect Adam Crozier as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
9	Re-elect Richard Gillingwater as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
10	Re-elect Chris Kennedy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
11	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is well	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
12	Re-elect Louise Smalley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sign	nificant conc	erns have bee	n identified.						



Location(s): All Locations
Institution Account(s): CAT

### **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
13	Re-elect Susan Martin as Direct	or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Fe	OR these Directors is	warranted as no	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR to	hese Directors is warr	anted as no sigi	nificant conc	erns have bee	en identified.						
14	Reappoint Deloitte LLP as Audit	cors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise the Audit Committee Remuneration of Auditors	to Fix	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations Expenditure	s and	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For recommended limits.	OR these resolutions	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	hese resolutions is wa	rranted because	e the propos	red amounts a	and durations ar	re within					
18	Authorise Issue of Equity without Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For recommended limits.	OR these resolutions	is warranted be	cause the pr	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	hese resolutions is wa	rranted because	e the propos	ed amounts a	and durations ar	re within					
19	Authorise Issue of Equity without Rights in Connection with an Action Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For recommended limits.	OR these resolutions	is warranted be	cause the pr	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	hese resolutions is wa	rranted because	e the propos	ed amounts a	and durations ar	re within					
20	Authorise Market Purchase of O	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call ( Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		arussell	06/10/2019	arussell	06/10/2019		14,301		14,301
								Total Shares	s:	14,301		14,301

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For	_	Against		Abstain	Туре	



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	97,379,137	100.0%	6,064	0.0%	1,140,163	N/A	Poll	F+A
2	Υ	Pass	No	For	3.0%	94,570,584	97.0%	2,958,424	3.0%	996,373	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	98,150,423	99.7%	320,508	0.3%	52,192	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	98,191,303	99.8%	218,149	0.2%	113,671	N/A	Poll	F+A
5	Υ	Pass	No	For	1.0%	97,399,810	99.0%	1,010,946	1.0%	112,367	N/A	Poll	F+A
6	Υ	Pass	No	For	1.0%	97,437,305	99.0%	979,020	1.0%	106,798	N/A	Poll	F+A
7	Υ	Pass	No	For	1.1%	97,343,049	98.9%	1,072,654	1.1%	107,259	N/A	Poll	F+A
8	Υ	Pass	No	For	1.1%	97,372,274	98.9%	1,042,325	1.1%	108,363	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	97,733,044	99.3%	676,889	0.7%	113,029	N/A	Poll	F+A
10	Υ	Pass	No	For	1.2%	97,235,095	98.8%	1,175,870	1.2%	111,997	N/A	Poll	F+A
11	Υ	Pass	No	For	1.7%	95,911,507	98.3%	1,706,192	1.7%	905,263	N/A	Poll	F+A
12	Υ	Pass	No	For	1.0%	97,400,301	99.0%	1,011,835	1.0%	110,826	N/A	Poll	F+A
13	Υ	Pass	No	For	0.6%	97,854,618	99.4%	559,255	0.6%	109,089	N/A	Poll	F+A
14	Υ	Pass	No	For	2.8%	95,673,136	97.2%	2,789,763	2.8%	59,589	N/A	Poll	F+A
15	Υ	Pass	No	For	1.4%	97,090,563	98.6%	1,372,270	1.4%	59,655	N/A	Poll	F+A
16	Υ	Pass	No	For	2.8%	95,647,204	97.2%	2,737,463	2.8%	137,822	N/A	Poll	F+A
17	Υ	Pass	No	For	3.1%	95,457,570	96.9%	3,003,058	3.1%	61,758	N/A	Poll	F+A
18	Υ	Pass	No	For	2.0%	96,411,431	98.0%	1,971,310	2.0%	77,210	N/A	Poll	F+A
19	Υ	Pass	No	For	3.7%	94,608,116	96.3%	3,655,533	3.7%	77,110	N/A	Poll	F+A
20	Υ	Pass	No	For	1.0%	97,279,264	99.0%	994,732	1.0%	68,403	N/A	Poll	F+A
21	Υ	Pass	No	For	4.1%	94,225,664	95.9%	4,054,666	4.1%	60,430	N/A	Poll	F+A

### **Whitbread Plc**

Meeting Date: 06/19/2019 Record Date: 06/17/2019	Country: United Kingdom  Meeting Type: Special	Primary Security ID: G9606P197 Ticker: WTB	Meeting ID: 1333380
Primary CUSIP: G9606P197	Primary ISIN: GB00B1KJJ408	Primary SEDOL: B1KJJ40	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): CAT

### **Whitbread Plc**

Earliest Cu	utoff Date: 06/13/2019	Shares Voted: 14,30	)1	Votable S	hares: 14,301		*Shares on L	oan: 0	S	hares Instructe	ed: 14,301		
Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	olicy:					
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS	
1		Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer  Approve Share Consolidation		Yes	For	For		For	For	No	No	No	
2	Approve Share Consolidation	า	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.												
	Blended Rationale: A vote FC	R these resolutions is wa	arranted as no s	ignificant iss	sues of concer	n have been ide	entified.						
3	Amend Articles of Association	n	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.												
	Blended Rationale: A vote FC	R these resolutions is wa	arranted as no s	ignificant iss	sues of concern	n have been ide	entified.						
4	Authorise Market Purchase	of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No	
Ballot D	etails												
	onal Account Detail <sub>2</sub> , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted	
CAT, 3916	92	391692	Confirmed		arussell	06/10/2019	arussell	06/10/2019		14,301		14,301	
								Total Shares	. ——	14,301		14,301	

#### **Meeting Results**

Outstanding Shares Voted: 173,873,641 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.8%	97,059,841	98.2%	1,814,010	1.8%	80,625	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	98,659,674	99.8%	233,908	0.2%	60,894	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	98,596,439	99.8%	232,745	0.2%	125,292	N/A	Poll	F+A
4	Y	Pass	No	For	0.1%	98,697,988	99.9%	132,174	0.1%	123,984	N/A	Poll	F+A

## **Activision Blizzard, Inc.**

 Meeting Date: 06/20/2019
 Country: USA
 Primary Security ID: 00507V109
 Meeting ID: 1328367

 Record Date: 04/22/2019
 Meeting Type: Annual
 Ticker: ATVI

 Primary CUSIP: 00507V109
 Primary ISIN: US00507V1098
 Primary SEDOL: 2575818
 Proxy Level: 3



Location(s): All Locations
Institution Account(s): CAT

### **Activision Blizzard, Inc.**

Earliest Cutoff Date: 06/19/2019 Shares Voted: 8,910 Votable Shares: 8.910 \*Shares on Loan: 0 Shares Instructed: 8,910 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Policy **Proposal Text** ISS Rec Number Proposal **Mgmt Rec Policy Rec Policy Rec** Instruction ISS Proponent Mgmt Yes For For No No 1.1 Elect Director Reveta Bowers Mgmt For For No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.2 Elect Director Robert Corti For Mgmt Yes For For Abstain Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.3 Elect Director Hendrik Hartong, III Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.4 Elect Director Brian Kelly Mgmt Yes For For For Abstain Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director Robert A. Kotick 1.5 Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.6 Elect Director Barry Meyer Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.7 Elect Director Robert Morgado For For Yes For Abstain Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.8 Elect Director Peter Nolan Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.9 Elect Director Casey Wasserman Yes For For For For Mamt Nο Nο Nο Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

# **Activision Blizzard, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.10	Elect Director Elaine Wynn		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees	is warranted.									
2	Advisory Vote to Ratify Named Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No	
3	Ratify PricewaterhouseCooper Auditors	Mgmt	Yes	For	For		For	For	No	No	No	
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
CAT, 3916	92	000391692	Confirmed		rpestana	06/14/2019	rpestana	06/14/2019		8,910		8,910
								Total Shares	<u>====</u>	8,910		8,910

#### **Meeting Results**

Outstanding Shares Voted: 765,997,199 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.3%	598,916,200	98.7%	3,140,459	0.5%	4,676,305	0.8%	Proxy	F+A+AB
1.2	Υ	Pass	No	For	4.0%	582,552,965	96.0%	19,267,333	3.2%	4,912,666	0.8%	Proxy	F+A+AB
1.3	Υ	Pass	No	For	1.5%	597,656,319	98.5%	4,378,233	0.7%	4,698,412	0.8%	Proxy	F+A+AB
1.4	Y	Pass	No	For	2.1%	593,872,512	97.9%	7,865,586	1.3%	4,994,866	0.8%	Proxy	F+A+AB
1.5	Υ	Pass	No	For	1.0%	600,468,967	99.0%	1,562,580	0.3%	4,701,417	0.8%	Proxy	F+A+AB
1.6	Y	Pass	No	For	1.6%	597,232,378	98.4%	4,805,189	0.8%	4,695,397	0.8%	Proxy	F+A+AB
1.7	Υ	Pass	No	For	5.1%	575,842,981	94.9%	25,976,463	4.3%	4,913,520	0.8%	Proxy	F+A+AB
1.8	Y	Pass	No	For	1.2%	599,599,680	98.8%	2,432,734	0.4%	4,700,550	0.8%	Proxy	F+A+AB
1.9	Y	Pass	No	For	1.5%	597,846,876	98.5%	4,191,783	0.7%	4,694,305	0.8%	Proxy	F+A+AB
1.10	Υ	Pass	No	For	1.4%	598,339,942	98.6%	3,719,432	0.6%	4,673,590	0.8%	Proxy	F+A+AB
2	Y	Pass	No	For	18.6%	493,686,686	81.4%	108,250,466	17.8%	4,795,812	0.8%	Proxy	F+A+AB
3	Υ	Pass	No	For	2.7%	643,948,760	97.3%	12,751,626	1.9%	4,914,188	0.7%	Proxy	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

## Dai-ichi Life Holdings, Inc.

**Meeting Date:** 06/21/2019

Country: Japan

Primary Security ID: J09748112

Meeting ID: 1338594

**Record Date:** 03/31/2019

9 **Meeting Type:** Annual

Ticker: 8750

Primary CUSIP: J09748112

Total Ballots: 1

**P:** J09748112 **Primary ISIN:** JP3476480003

Primary SEDOL: B601QS4

Proxy Level: N/A

Earliest Cutoff Date: 06/19/2019

Shares Voted: 133,600

Votable Shares: 133,600

\*Shares on Loan: 0

Shares Instructed: 133,600

Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, W Dividend of JPY 58	ith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Watanabe, Koichire	)	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Inagaki, Seiji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Tsuyuki, Shigeo		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Tsutsumi, Satoru		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Ishii, Kazuma		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Taketomi, Masao		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Teramoto, Hideo		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director George Olcott		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Maeda, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Inoue, Yuriko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	able Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		arussell	06/12/2019	arussell	06/12/2019		133,600		133,600
								Total Shares	:	133,600		133,600

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	8,840,146	99.3%	36,660	N/A	1,165	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	7,683,851	86.3%	1,190,741	N/A	7,537	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	7,761,411	87.1%	1,113,175	N/A	7,537	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	7,747,829	87.0%	1,126,764	N/A	7,537	N/A	Poll	F+A+AB

#### **Vote Summary Report**



Meeting ID: 1342164

Votable Shares

110,600

Shares Voted

110,600

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
2.4	Y	Pass	No	For	N/A	7,751,011	87.0%	1,123,582	N/A	7,537	N/A	Poll	F+A+AB
2.5	Y	Pass	No	For	N/A	7,748,340	87.0%	1,126,253	N/A	7,537	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	7,751,481	87.0%	1,123,112	N/A	7,537	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	7,751,281	87.0%	1,123,312	N/A	7,537	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	7,833,736	88.0%	1,046,878	N/A	1,517	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	7,840,507	88.0%	1,040,107	N/A	1,517	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	7,840,596	88.0%	1,040,018	N/A	1,517	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	7,735,144	86.8%	1,145,470	N/A	1,517	N/A	Poll	F+A+AB

### **ORIX Corp.**

(IA Name, IA Number)

CAT, 391692

Meeting Date: 06/21/2019

Country: Japan

**Account Number** 

391692

<b>Record Date:</b> 03/31/2019	Meeting Type: Annual	<b>Ticker:</b> 8591	
<b>Primary CUSIP:</b> J61933123	<b>Primary ISIN:</b> JP3200450009	Primary SEDOL: 6661144	Proxy Level: N/A

Primary Security ID: J61933123

Earliest Cutoff Date: 06/19/2019 Shares Voted: 110,600 Votable Shares: 110,600 \*Shares on Loan: 0 Shares Instructed: 110,600

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Vote Votable Additional Proposal Voting Vote Against Against Against Policy Rec Mgmt Rec Instruction **Proposal Text** Proposal ISS Rec **Policy Rec** Number Proponent Mgmt Policy ISS 1.1 Elect Director Inoue, Makoto Mgmt Yes For For For For No No No 1.2 Elect Director Nishigori, Yuichi Mgmt Yes For For For For No No No Elect Director Stan Koyanagi 1.3 Mgmt Yes For For For For No No No 1.4 Elect Director Irie, Shuji Mgmt Yes For For For For No No No 1.5 Elect Director Taniguchi, Shoji Yes Mgmt For For For For No No No 1.6 Elect Director Matsuzaki, Satoru Mgmt Yes For For For For No No No 1.7 Elect Director Tsujiyama, Eiko Mgmt Yes For For No No No 1.8 Elect Director Usui, Nobuaki Mgmt Yes For For For For No No No 1.9 Elect Director Yasuda, Ryuji Mgmt Yes For For For For No No No 1.10 Elect Director Takenaka, Heizo Mgmt Yes For For For For No No No 1.11 Elect Director Michael Cusumano Mgmt Yes For For For For No No No 1.12 Elect Director Akiyama, Sakie Mgmt Yes For For For No No No **Ballot Details Institutional Account Detail** Custodian Instructor Date Approve Date

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Confirmed

**Ballot Status** 

Instructed

06/12/2019

Name

arussell

Approved

06/12/2019

Name

arussell



Location(s): All Locations
Institution Account(s): CAT

## **ORIX Corp.**

**Meeting Results** 

Total Shares: 110,600 110,600

Outstan	ding Shares	Voted:			Resu	ı <b>lts Available:</b> Parti	al						
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	9,905,945	96.3%	365,766	N/A	5,068	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	10,097,369	98.1%	75,205	N/A	104,207	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	10,096,537	98.1%	76,037	N/A	104,207	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	10,096,893	98.1%	75,681	N/A	104,207	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	10,097,420	98.1%	75,154	N/A	104,207	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	10,097,298	98.1%	75,276	N/A	104,207	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	10,193,271	99.1%	78,445	N/A	5,068	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	10,169,983	98.8%	101,731	N/A	5,068	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	10,197,095	99.1%	74,620	N/A	5,068	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	10,235,125	99.5%	36,590	N/A	5,068	N/A	Poll	F+A+AB

## Resona Holdings, Inc.

Pass

No

For

N/A

N/A

1.11

1.12

Meeting Date: 06/21/2019 Record Date: 03/31/2019	Country: Japan Meeting Type: Annual	Primary Security II Ticker: 8308	<b>D:</b> J6448E106	Meeting ID: 1340692
Primary CUSIP: J6448E106	<b>Primary ISIN:</b> JP3500610005	Primary SEDOL: 64215	53	Proxy Level: N/A
Earliest Cutoff Date: 06/19/2019 Total Ballots: 1	Shares Voted: 240,300 Voting Policy: ISS	Votable Shares: 240,300	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 240,300

99.6%

99.6%

28,457

28,058

N/A

5,068

5,068

N/A

Poll

Poll

F+A+AB

F+A+AB

10,243,258

10,243,657

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Higashi, Kazuhiro	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Iwanaga, Shoichi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Fukuoka, Satoshi	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Minami, Masahiro	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## Resona Holdings, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.5	Elect Director Isono, Kaoru		Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Sanuki, Yoko		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Urano, Mitsudo		Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Matsui, Tadamitsu		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Sato, Hidehiko		Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Baba, Chiharu		Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Iwata, Kimie		Mgmt	Yes	For	For		For	For	No	No	No
2	Amend Articles to Hand over Pet for Abolition of Negative Interes to Governor of the Bank of Japa	t Rate Policy	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ble Shares	s	hares Voted
CAT, 39169	92	391692	Confirmed		arussell	06/10/2019	arussell	06/10/2019		240,300		240,300
								Total Shares		240,300		240,300

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	17,146,121	97.0%	418,167	N/A	581	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,265,357	97.6%	298,931	N/A	581	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	17,265,379	97.6%	298,909	N/A	581	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	17,314,967	97.9%	249,322	N/A	581	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	16,813,679	95.1%	750,609	N/A	581	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	17,424,245	98.5%	140,050	N/A	581	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	17,353,138	98.1%	211,155	N/A	581	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	17,105,277	96.7%	459,016	N/A	581	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	17,329,528	98.0%	234,766	N/A	581	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	17,420,895	98.5%	143,399	N/A	581	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	17,405,320	98.4%	158,976	N/A	581	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item Voting Summary Dissident Mgmt Dissent For Against Abstain % Result Proposal Level For Against Abstain Туре Proposal 2 Fail No N/A 552,545 3.1% 17,023,525 N/A 11,977 N/A Poll F+A+AB Against

### **BANDAI NAMCO Holdings Inc.**

 Meeting Date: 06/24/2019
 Country: Japan
 Primary Security ID: Y0606D102
 Meeting ID: 1340491

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 7832

 Primary CUSIP: Y0606D102
 Primary ISIN: JP3778630008
 Primary SEDOL: B0JDQD4
 Proxy Level: N/A

Earliest Cutoff Date: 06/21/2019 Shares Voted: 23,300 Votable Shares: 23,300 \*Shares on Loan: 0 Shares Instructed: 23,300

Total Ballo	ots: 1	Voting Policy: ISS					Additional P	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, w Dividend of JPY 127	vith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Taguchi, Mitsuaki		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Otsu, Shuji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Asako, Yuji		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Kawaguchi, Masar	·u	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Miyakawa, Yasuo		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Hagiwara, Hitoshi		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawashiro, Kazum	ni	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Asanuma, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsuda, Yuzuru		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuwabara, Satoko	•	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Noma, Mikiharu		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kawana, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		arussell	06/03/2019	arussell	06/03/2019		23,300		23,300
								Total Shares	====== s:	23,300		23,300

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
# Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Location(s): All Locations
Institution Account(s): CAT

	•												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	1,848,498	97.7%	279	N/A	1,886	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	1,827,366	96.9%	21,582	N/A	1,886	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	1,834,104	96.9%	12,576	N/A	4,156	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	1,834,185	96.9%	12,495	N/A	4,156	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	1,834,139	96.9%	12,541	N/A	4,156	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	1,834,198	96.9%	12,482	N/A	4,156	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	1,834,209	96.9%	12,471	N/A	4,156	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	1,834,191	96.9%	12,489	N/A	4,156	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	1,832,678	96.9%	14,002	N/A	4,156	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	1,848,372	97.7%	580	N/A	1,886	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	1,848,433	97.7%	519	N/A	1,886	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	1,848,415	97.7%	537	N/A	1,886	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	1,847,420	97.6%	1,532	N/A	1,886	N/A	Poll	F+A+AB

## **DuPont de Nemours, Inc.**

Meeting Date: 06/25/2019 Record Date: 04/26/2019	Country: USA Meeting Type: Annual	Primary Secur Ticker: DD	rity ID: 26614N102	Meeting ID: 1333412
Primary CUSIP: 26614N102	Primary ISIN: US26614N1028	Primary SEDOL:	: BK0VN47	Proxy Level: 3
Earliest Cutoff Date: 06/24/2019 Total Ballots: 1	Shares Voted: 23,445 Voting Policy: ISS	Votable Shares: 23,445	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 23,445
				Vote Vote Vote

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Edward D. Breen	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Ruby R. Chandy	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1c	Elect Director Franklin K. Clyburn, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

## **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1d	Elect Director Terrence R. Curtin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Alexander M. Cutler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director C. Marc Doyle	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Eleuthere I. du Pont	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Rajiv L. Gupta	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Luther C. Kissam	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1j	Elect Director Frederick M. Lowery	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1k	Elect Director Raymond J. Milchovich	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
11	Elect Director Steven M. Sterin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Provide Right to Act by Writt	ten Consent	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A voti shareholder rights.	te FOR this proposal is w	arranted given t	that the abili	ity to act by wi	ritten consent v	vould enhance					
	Blended Rationale: A vote FOR shareholder rights.	R this proposal is warrar	nted given that t	the ability to	act by written	consent would	d enhance					
5	Report on Pay Disparity		SH	Yes	Against	Against		Against	Against	No	No	No
6	Report on Public Health Risk Petrochemical Operations in Areas		SH	Yes	Against	Against		Against	Against	No	No	No
7	Report on Efforts to Reduce Pollution	Plastic Pellet	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
CAT, 3916	92	000391692	Confirmed		arussell	06/19/2019	arussell	06/19/2019		23,445		23,445
								Total Shares	:	23,445		23,445

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.3%	1,603,106,529	98.7%	21,507,272	1.3%	8,730,464	N/A	Proxy	F+A
1b	Y	Pass	No	For	0.7%	1,612,423,930	99.3%	12,154,227	0.7%	8,766,108	N/A	Proxy	F+A
1c	Y	Pass	No	For	0.8%	1,610,693,486	99.2%	13,193,327	0.8%	9,457,452	N/A	Proxy	F+A
1d	Y	Pass	No	For	0.8%	1,610,972,823	99.2%	12,941,888	0.8%	9,429,554	N/A	Proxy	F+A
1e	Υ	Pass	No	For	4.1%	1,556,918,624	95.9%	66,728,838	4.1%	9,696,803	N/A	Proxy	F+A
1f	Y	Pass	No	For	0.8%	1,611,963,043	99.2%	12,332,121	0.8%	9,049,101	N/A	Proxy	F+A
1g	Y	Pass	No	For	0.9%	1,610,451,592	99.1%	14,141,161	0.9%	8,751,512	N/A	Proxy	F+A
1h	Y	Pass	No	For	1.0%	1,608,066,058	99.0%	16,126,332	1.0%	9,151,875	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.9%	1,609,714,155	99.1%	14,111,154	0.9%	9,518,956	N/A	Proxy	F+A
1j	Y	Pass	No	For	0.7%	1,612,590,366	99.3%	11,311,517	0.7%	9,442,382	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.9%	1,609,929,545	99.1%	13,906,740	0.9%	9,507,980	N/A	Proxy	F+A
11	Y	Pass	No	For	0.7%	1,612,202,304	99.3%	11,684,839	0.7%	9,457,122	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	6.4%	1,516,982,899	93.6%	104,407,571	6.4%	11,953,795	N/A	Proxy	F+A
3	Υ	Pass	No	For	2.4%	1,919,305,131	97.6%	37,373,345	1.9%	9,854,830	0.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	47.2%	763,669,891	47.2%	855,346,093	52.8%	14,328,281	N/A	Proxy	F+A
5	Υ	Fail	No	Against	6.7%	107,623,637	6.7%	1,500,295,826	93.3%	25,424,802	N/A	Proxy	F+A
6	Υ	Fail	No	Against	7.0%	111,903,594	7.0%	1,487,688,889	93.0%	33,751,782	N/A	Proxy	F+A
7	Y	Fail	No	Against	6.7%	107,773,350	6.7%	1,491,783,148	93.3%	33,787,767	N/A	Proxy	F+A

### **HOYA Corp.**

 Meeting Date: 06/26/2019
 Country: Japan
 Primary Security ID: J22848105
 Meeting ID: 1340488

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 7741

 Primary CUSIP: 122848105
 Primary ISIN: JP3837800006
 Primary SEDOL: 6441506
 Proxy Level: N/A

Earliest Cutoff Date: 06/24/2019 Shares Voted: 10,900 Votable Shares: 10,900 \*Shares on Loan: 0 Shares Instructed: 10,900

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Uchinaga, Yukako	)	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Urano, Mitsudo		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Takasu, Takeo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Kaihori, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Yoshihara, Hiroaki		Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Suzuki, Hiroshi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail ,, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
CAT, 39169	92	391692	Confirmed		arussell	06/18/2019	arussell	06/18/2019		10,900		10,900
								Total Shares		10,900		10,900

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	3,204,664	98.9%	33,265	N/A	781	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	3,212,043	99.1%	25,885	N/A	781	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.3	Y	Pass	No	For	N/A	3,211,993	99.1%	25,935	N/A	781	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	3,212,141	99.1%	25,787	N/A	781	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	3,212,078	99.1%	25,850	N/A	781	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	3,171,121	97.8%	66,808	N/A	781	N/A	Poll	F+A+AB

# **FUJIFILM Holdings Corp.**

Meeting Date: 06/27/2019 Record Date: 03/31/2019	Country: Japan Meeting Type: Annual	Ticker: 4901	rity ID: J14208102	Meeting ID: 1343855
Primary CUSIP: J14208102  Earliest Cutoff Date: 06/25/2019	Primary ISIN: JP3814000000  Shares Voted: 25,200	Primary SEDOL:  Votable Shares: 25,200	*Shares on Loan: 0	Proxy Level: N/A  Shares Instructed: 25,200
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Total Ball	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote t Against ISS
1	Approve Allocation of Income, v Dividend of JPY 40	with a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Komori, Shigetaka	a	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Sukeno, Kenji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Tamai, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Okada, Junji		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Iwasaki, Takashi		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Goto, Teiichi		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawada, Tatsuo		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Kaiami, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Kitamura, Kunitar	то	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Eda, Makiko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Ishikawa, Takato	shi	Mgmt	Yes	For	For		For	For	No	No	No
3	Appoint Statutory Auditor Mitsu Masataka	hashi,	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail <sub>e,</sub> IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		arussell	06/10/2019	arussell	06/10/2019		25,200		25,200
								Total Shares	:	25,200		25,200



Location(s): All Locations
Institution Account(s): CAT

## **FUJIFILM Holdings Corp.**

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	3,368,382	99.4%	5,424	N/A	73	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	3,197,117	94.3%	172,812	N/A	3,992	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	3,249,210	95.8%	120,716	N/A	3,992	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	3,255,154	96.0%	114,776	N/A	3,992	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	3,255,678	96.0%	114,252	N/A	3,992	N/A	Poll	F+A+AB
2.5	Y	Pass	No	For	N/A	3,255,727	96.0%	114,203	N/A	3,992	N/A	Poll	F+A+AB
2.6	Y	Pass	No	For	N/A	3,255,744	96.0%	114,186	N/A	3,992	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	3,004,359	88.6%	369,485	N/A	73	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	3,298,684	97.3%	75,170	N/A	73	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	3,291,317	97.1%	82,537	N/A	73	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	3,298,770	97.3%	75,084	N/A	73	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	3,253,942	96.0%	115,988	N/A	3,992	N/A	Poll	F+A+AB
3	Y	Pass	No	For	N/A	3,320,119	97.9%	53,735	N/A	73	N/A	Poll	F+A+AB

## Mitsubishi Electric Corp.

Meeting Date: 06/27/2019Country: JapanPrimary Security ID: J43873116Meeting ID: 1340547

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 6503

 Primary CUSIP: J43873116
 Primary ISIN: JP3902400005
 Primary SEDOL: 6597045
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 69,000 Votable Shares: 69,000 \*Shares on Loan: 0 Shares Instructed: 69,000

Total Ballots: 1 Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Sakuyama, Masaki	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Sugiyama, Takeshi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Okuma, Nobuyuki	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Matsuyama, Akihiro	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Sagawa, Masahiko	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## Mitsubishi Electric Corp.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.6	Elect Director Harada, Shinji	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Kawagoishi, Tadashi	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Yabunaka, Mitoji	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Obayashi, Hiroshi	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Watanabe, Kazunori	Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Koide, Hiroko	Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Oyamada, Takashi	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	arussell	06/10/2019	arussell	06/10/2019	69,000	69,000
						Total Shares:	69,000	69,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	17,506,881	95.8%	530,654	N/A	12,079	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,778,914	97.3%	258,622	N/A	12,079	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	17,771,015	97.3%	266,521	N/A	12,079	N/A	Poll	F+A+AB
1.4	Y	Pass	No	For	N/A	16,969,733	92.9%	1,064,703	N/A	15,167	N/A	Poll	F+A+AB
1.5	Y	Pass	No	For	N/A	17,485,393	95.7%	552,135	N/A	12,079	N/A	Poll	F+A+AB
1.6	Y	Pass	No	For	N/A	16,973,290	92.9%	1,064,234	N/A	12,079	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	17,486,942	95.7%	550,586	N/A	12,079	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	17,913,476	98.1%	134,178	N/A	1,962	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	17,880,464	97.9%	164,102	N/A	5,050	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	17,937,645	98.2%	110,009	N/A	1,962	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	17,937,882	98.2%	109,772	N/A	1,962	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.12	Υ	Pass	No	For	N/A	14.668.462	80.3%	3.379.180	N/A	1.962	N/A	Poll	F+A+AB

## Mitsubishi UFJ Financial Group, Inc.

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J44497105
 Meeting ID: 1342161

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8306

 Primary CUSIP: J44497105
 Primary ISIN: JP3902900004
 Primary SEDOL: 6335171
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 214,600 Votable Shares: 214,600 \*Shares on Loan: 0 Shares Instructed: 214,600

otal Ballots: 1		Voting Policy: ISS		,			Additional Policy:			Situres Instructed 21 1,000			
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote t Against ISS	
1	Approve Allocation of Income Dividend of JPY 11	, with a Final	Mgmt	Yes	For	For		For	For	No	No	No	
2.1	Elect Director Fujii, Mariko		Mgmt	Yes	For	For		For	For	No	No	No	
2.2	Elect Director Kato, Kaoru		Mgmt	Yes	For	For		For	For	No	No	No	
2.3	Elect Director Matsuyama, Ha	ruka	Mgmt	Yes	For	For		For	For	No	No	No	
2.4	Elect Director Toby S. Myerso	n	Mgmt	Yes	For	For		For	For	No	No	No	
2.5	Elect Director Nomoto, Hirofu	mi	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes	
2.6	Elect Director Okuda, Tsutom	u	Mgmt	Yes	For	For		For	For	No	No	No	
2.7	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No	
2.8	Elect Director Tarisa Watanagase		Mgmt	Yes	For	For		For	For	No	No	No	
2.9	Elect Director Yamate, Akira		Mgmt	Yes	For	For		For	For	No	No	No	
2.10	Elect Director Kuroda, Tadash	i	Mgmt	Yes	For	For		For	For	No	No	No	
2.11	Elect Director Okamoto, Junio	hi	Mgmt	Yes	For	For		For	For	No	No	No	
2.12	Elect Director Hirano, Nobuyu	ki	Mgmt	Yes	For	For		For	For	No	No	No	
2.13	Elect Director Ikegaya, Mikio		Mgmt	Yes	For	For		For	For	No	No	No	
2.14	Elect Director Araki, Saburo		Mgmt	Yes	For	For		For	For	No	No	No	
2.15	Elect Director Mike, Kanetsug	u	Mgmt	Yes	For	For		For	For	No	No	No	
2.16	Elect Director Kamezawa, Hiro	onori	Mgmt	Yes	For	For		For	For	No	No	No	
Ballot D	etails												
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares		Shares Voted	
CAT, 3916	92	391692	Confirmed		rpestana	06/14/2019	rpestana	06/14/2019		214,600		214,600	
								Total Shares	:	214,600		214,600	



Location(s): All Locations
Institution Account(s): CAT

## Mitsubishi UFJ Financial Group, Inc.

#### **Meeting Results**

Outstanding Shares Voted: 129,431,095 Results Available: Full

	-	•	•										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	99,160,011	97.7%	421,905	N/A	33,385	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	98,522,399	97.1%	1,069,871	N/A	23,033	N/A	Poll	F+A+AB
2.2	Y	Pass	No	For	N/A	98,509,192	97.1%	1,085,279	N/A	20,830	N/A	Poll	F+A+AB
2.3	Y	Pass	No	For	N/A	98,004,527	96.6%	1,589,966	N/A	20,809	N/A	Poll	F+A+AB
2.4	Y	Pass	No	For	N/A	98,498,248	97.1%	1,096,284	N/A	20,772	N/A	Poll	F+A+AB
2.5	Y	Pass	No	For	N/A	94,464,496	93.1%	5,129,937	N/A	20,862	N/A	Poll	F+A+AB
2.6	Y	Pass	No	For	N/A	96,232,568	94.9%	3,361,868	N/A	20,866	N/A	Poll	F+A+AB
2.7	Y	Pass	No	For	N/A	98,468,157	97.1%	1,126,261	N/A	20,883	N/A	Poll	F+A+AB
2.8	Y	Pass	No	For	N/A	98,505,376	97.1%	1,089,065	N/A	20,862	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	98,476,543	97.1%	1,117,898	N/A	20,860	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	95,712,835	94.3%	3,881,592	N/A	20,862	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	95,712,239	94.3%	3,882,152	N/A	20,898	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	96,420,509	95.0%	3,173,949	N/A	20,842	N/A	Poll	F+A+AB
2.13	Υ	Pass	No	For	N/A	96,324,657	94.9%	3,269,722	N/A	20,923	N/A	Poll	F+A+AB
2.14	Y	Pass	No	For	N/A	96,306,244	94.9%	3,288,134	N/A	20,923	N/A	Poll	F+A+AB
2.15	Υ	Pass	No	For	N/A	92,028,460	90.7%	7,565,980	N/A	20,849	N/A	Poll	F+A+AB
2.16	Υ	Pass	No	For	N/A	98,173,470	96.8%	1,418,693	N/A	23,139	N/A	Poll	F+A+AB

## **Sumitomo Mitsui Financial Group, Inc.**

Primary Security ID: J7771X109 **Meeting ID:** 1343086 Meeting Date: 06/27/2019 Country: Japan Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8316 Primary ISIN: JP3890350006 Primary CUSIP: J7771X109 Primary SEDOL: 6563024 Proxy Level: N/A Earliest Cutoff Date: 06/25/2019 Votable Shares: 16,300 Shares Voted: 16,300 \*Shares on Loan: 0 Shares Instructed: 16,300 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 95	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **Sumitomo Mitsui Financial Group, Inc.**

Proposal Number			Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1	Elect Director Kunibe, Takeshi		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Ota, Jun		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Takashima, Makoto	)	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Nagata, Haruyuki		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nakashima, Toru		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Inoue, Atsuhiko		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Mikami, Toru		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Kubo, Tetsuya		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsumoto, Masay	uki	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Arthur M. Mitchell		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Yamazaki, Shozo		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kono, Masaharu		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Tsutsui, Yoshinobu		Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Shimbo, Katsuyosh	i	Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ıble Shares	5	Shares Voted
CAT, 39169	CAT, 391692 39169		Confirmed		arussell	06/20/2019	arussell	06/20/2019		16,300		16,300
								Total Shares		16,300		16,300

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	10,729,199	98.9%	53,574	N/A	6,784	N/A	Poll	F+A+AB
2.1	Y	Pass	No	For	N/A	10,178,887	93.7%	607,793	N/A	12,603	N/A	Poll	F+A+AB
2.2	Y	Pass	No	For	N/A	10,045,984	92.5%	740,699	N/A	12,598	N/A	Poll	F+A+AB
2.3	Y	Pass	No	For	N/A	10,645,162	98.0%	141,534	N/A	12,598	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	10,644,331	98.0%	142,360	N/A	12,602	N/A	Poll	F+A+AB
2.5	Y	Pass	No	For	N/A	10,614,505	97.7%	172,188	N/A	12,600	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.6	Υ	Pass	No	For	N/A	10,330,294	95.1%	456,392	N/A	12,598	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	10,333,356	95.1%	453,320	N/A	12,608	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	10,593,937	97.5%	192,758	N/A	12,598	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	10,670,403	98.2%	122,141	N/A	6,753	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	10,724,516	98.7%	68,039	N/A	6,745	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	10,737,113	98.9%	55,436	N/A	6,749	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	10,722,517	98.7%	70,023	N/A	6,760	N/A	Poll	F+A+AB
2.13	Υ	Pass	No	For	N/A	10,549,401	97.1%	243,143	N/A	6,753	N/A	Poll	F+A+AB
2.14	Υ	Pass	No	For	N/A	10,737,678	98.9%	54,868	N/A	6,752	N/A	Poll	F+A+AB
2.15	Υ	Pass	No	For	N/A	10,713,205	98.6%	79,347	N/A	6,748	N/A	Poll	F+A+AB

### **Marks & Spencer Group Plc**

Meeting Date: 07/09/2019 Cou

**Country:** United Kingdom **Meeting Type:** Annual

Primary Security ID: G5824M107

Ticker: MKS

Meeting ID: 1339903

Ticker: M

Primary CUSIP: G5824M107

Record Date: 07/05/2019

**Primary ISIN:** GB0031274896

Primary SEDOL: 3127489

Proxy Level: N/A

Earliest Cutoff Date: 07/03/2019

Shares Voted: 236,292

Votable Shares: 236,292

\*Shares on Loan:  $\boldsymbol{0}$ 

Shares Instructed: 236,292

Total Ballots: 1

Voting Policy: ISS

Additional Policy:

Vote Vote Votable Additional Voting Vote **Against** Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Accept Financial Statements and Statutory Mgmt Yes For For For For No No No Reports Approve Remuneration Report Mgmt Yes For For For For No No No Approve Final Dividend Mgmt Yes For For For For No No No Re-elect Archie Norman as Director Mgmt Yes For For For No No No

Voting Policy Rationale: ITEMS 4-11A vote FOR these Directors is warranted as no significant concerns have been identified.ITEM 12A vote FOR the election of Justin King is warranted, although it is not without concerns:\* In FY2019, Justin King missed one Board meeting and one Nomination Committee meeting. The main reasons for support are:\* The Company has explained that Justin King missed these meetings due to prior business commitments. Justin King was recently appointed to the Board in January 2019. His attendance will be reviewed at the next AGM.

Blended Rationale: ITEMS 4-11A vote FOR these Directors is warranted as no significant concerns have been identified.ITEM 12A vote FOR the election of Justin King is warranted, although it is not without concerns:\* In FY2019, Justin King missed one Board meeting and one Nomination Committee meeting. The main reasons for support are:\* The Company has explained that Justin King missed these meetings due to prior business commitments. Justin King was recently appointed to the Board in January 2019. His attendance will be reviewed at the next AGM.



Location(s): All Locations
Institution Account(s): CAT

## **Marks & Spencer Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
5	Re-elect Steve Rowe as Director	Mgmt	Yes	For	For		For	For	No	No	No		
	identified.ITEM 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Co explained that Justin King missed these meetings due to	Voting Policy Rationale: ITEMS 4-11A vote FOR these Directors is warranted as no significant concerns have been identified.ITEM 12A vote FOR the election of Justin King is warranted, although it is not without concerns:* In FY2019, Justin King missed one Board meeting and one Nomination Committee meeting. The main reasons for support are:* The Company has explained that Justin King missed these meetings due to prior business commitments. Justin King was recently appointed to the Board in January 2019. His attendance will be reviewed at the next AGM.											
	Blended Rationale: ITEMS 4-11A vote FOR these Directors 12A vote FOR the election of Justin King is warranted, a Board meeting and one Nomination Committee meeting Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the new temperature of the second	olthough it is n The main rea Commitments	ot without c sons for sup	oncerns:* In I oport are:* The	FY2019, Justin e Company has	King missed one s explained that							
6	Re-elect Humphrey Singer as Director	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: ITEMS 4-11A vote FOR these Di identified.ITEM 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Co explained that Justin King missed these meetings due to Board in January 2019. His attendance will be reviewed												
	Blended Rationale: ITEMS 4-11A vote FOR these Directors 12A vote FOR the election of Justin King is warranted, a Board meeting and one Nomination Committee meeting Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the new topic process.												
7	Re-elect Katie Bickerstaffe as Director	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: ITEMS 4-11A vote FOR these Di identified.ITEM 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Co explained that Justin King missed these meetings due to Board in January 2019. His attendance will be reviewed												
	Blended Rationale: ITEMS 4-11A vote FOR these Directors 12A vote FOR the election of Justin King is warranted, a Board meeting and one Nomination Committee meeting Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the needs to be a support of the supp												
8	Re-elect Alison Brittain as Director	Mgmt	Yes	For	For		For	For	No	No	No		
	identified.ITEM 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Co explained that Justin King missed these meetings due to	Voting Policy Rationale: ITEMS 4-11A vote FOR these Directors is warranted as no significant concerns have been identified.ITEM 12A vote FOR the election of Justin King is warranted, although it is not without concerns:* In FY2019, Justin King missed one Board meeting and one Nomination Committee meeting. The main reasons for support are:* The Company has explained that Justin King missed these meetings due to prior business commitments. Justin King was recently appointed to the Board in January 2019. His attendance will be reviewed at the next AGM.											
	Blended Rationale: ITEMS 4-11A vote FOR these Directors 12A vote FOR the election of Justin King is warranted, a Board meeting and one Nomination Committee meeting Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the needs to be sufficiently sufficiently and the sufficient will be reviewed at the needs to be sufficiently suf	although it is n The main rea Commitments	ot without c sons for sup	oncerns:* In I oport are:* The	Y2019, Justin Company has	King missed one s explained that							



Location(s): All Locations
Institution Account(s): CAT

## **Marks & Spencer Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Re-elect Andrew Fisher as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: ITEMS 4-11A vote FOR these Directors is warranted as no significant concerns have been identified.ITEM 12A vote FOR the election of Justin King is warranted, although it is not without concerns:* In FY2019, Justin King missed one Board meeting and one Nomination Committee meeting. The main reasons for support are:* The Company has explained that Justin King missed these meetings due to prior business commitments. Justin King was recently appointed to the Board in January 2019. His attendance will be reviewed at the next AGM.										
	Blended Rationale: ITEMS 4-11A vote FOR these Director 12A vote FOR the election of Justin King is warranted, as Board meeting and one Nomination Committee meeting. Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the ne	Ithough it is not not it is not it i	not without c asons for sup	concerns:* In i oport are:* Th	FY2019, Justin e Company ha	King missed one s explained that					
10	Re-elect Andy Halford as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: ITEMS 4-11A vote FOR these Didentified.ITEM 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Conexplained that Justin King missed these meetings due to Board in January 2019. His attendance will be reviewed										
	Blended Rationale: ITEMS 4-11A vote FOR these Director 12A vote FOR the election of Justin King is warranted, a Board meeting and one Nomination Committee meeting. Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the ne	Ithough it is ra The main rea commitments	not without c asons for sup	concerns:* In in oport are:* Th	FY2019, Justin e Company has	King missed one s explained that					
11	Re-elect Pip McCrostie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: ITEMS 4-11A vote FOR these Di identified.ITEM 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Co. explained that Justin King missed these meetings due to Board in January 2019. His attendance will be reviewed										
	Blended Rationale: ITEMS 4-11A vote FOR these Director 12A vote FOR the election of Justin King is warranted, at Board meeting and one Nomination Committee meeting. Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the ne	Ithough it is ra The main rea commitments	not without c asons for sup	concerns:* In in oport are:* Th	FY2019, Justin e Company has	King missed one s explained that					
12	Elect Justin King as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: ITEMS 4-11A vote FOR these Disciplinaries in Items 12A vote FOR the election of Justin King King missed one Board meeting and one Nomination Contexplained that Justin King missed these meetings due to Board in January 2019. His attendance will be reviewed	is warranted, mmittee meet prior busines	although it ting.The mai ss commitme	is not without in reasons for	t concerns:* In support are:*	FY2019, Justin The Company ha					
	Blended Rationale: ITEMS 4-11A vote FOR these Directors 12A vote FOR the election of Justin King is warranted, a Board meeting and one Nomination Committee meeting. Justin King missed these meetings due to prior business January 2019. His attendance will be reviewed at the ne										
13	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **Marks & Spencer Group Pic**

Proposal Number	Proposal Text			Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote : Against ISS
15	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	OR these resolutions	is warranted bed	cause the p	proposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is wa	arranted because	e the propo	osed amounts a	nd durations a	re within					
16	Authorise Issue of Equity witho Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Forecommended limits.	OR these resolutions	is warranted bed	cause the p	oroposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is wa	arranted because	e the propo	osed amounts a	nd durations a	re within					
17	Authorise Issue of Equity witho Rights in Connection with an Ad Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	OR these resolutions	is warranted bed	cause the p	proposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is wa	arranted because	e the propo	osed amounts a	nd durations a	re within					
18	Authorise Market Purchase of C	ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorise the Company to Call Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise EU Political Donations Expenditure	s and	Mgmt	Yes	For	For		For	For	No	No	No
21	Approve ROI Sharesave Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
CAT, 3916	592	391692	Confirmed		arussell	06/26/2019	arussell	06/26/2019		236,292		236,292
							Total Shares	s:	236,292		236,292	

#### **Meeting Results**

**Outstanding Shares Voted:** 1,950,059,808 **Results Available:** Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	1,334,327,937	100.0%	72,776	0.0%	964,546	N/A	Poll	F+A
2	Υ	Pass	No	For	1.8%	1,165,884,756	98.2%	21,592,545	1.8%	146,548,542	N/A	Poll	F+A
3	Υ	Pass	No	For	0.1%	1,332,331,718	99.9%	1,623,958	0.1%	57,083	N/A	Poll	F+A
4	Υ	Pass	No	For	0.6%	1,325,785,585	99.4%	8,101,027	0.6%	125,502	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

Th	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
Item #	Proposal	Summary	Proposal	Rec	Level	FOF	For	Against	Against	Abstain	Abstain	Type	base
5	Y	Pass	No	For	0.2%	1,331,842,715	99.8%	2,064,123	0.2%	118,565	N/A	Poll	F+A
6	Υ	Pass	No	For	0.3%	1,330,480,391	99.7%	3,345,155	0.3%	185,980	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	1,328,530,053	99.6%	5,001,618	0.4%	490,894	N/A	Poll	F+A
8	Υ	Pass	No	For	0.4%	1,328,718,613	99.6%	5,156,380	0.4%	142,634	N/A	Poll	F+A
9	Υ	Pass	No	For	0.5%	1,192,897,487	99.5%	5,591,240	0.5%	135,517,345	N/A	Poll	F+A
10	Υ	Pass	No	For	0.4%	1,328,558,918	99.6%	5,296,037	0.4%	155,141	N/A	Poll	F+A
11	Υ	Pass	No	For	0.4%	1,329,004,687	99.6%	4,849,896	0.4%	156,918	N/A	Poll	F+A
12	Υ	Pass	No	For	0.2%	1,330,567,807	99.8%	2,774,824	0.2%	669,283	N/A	Poll	F+A
13	Υ	Pass	No	For	0.0%	1,333,409,748	100.0%	450,114	0.0%	142,725	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	1,333,310,324	100.0%	551,520	0.0%	152,898	N/A	Poll	F+A
15	Υ	Pass	No	For	3.9%	1,282,171,333	96.1%	51,501,468	3.9%	338,413	N/A	Poll	F+A
16	Υ	Pass	No	For	5.6%	1,259,429,514	94.4%	74,279,667	5.6%	297,769	N/A	Poll	F+A
17	Y	Pass	No	For	7.0%	1,240,076,580	93.0%	93,616,322	7.0%	312,664	N/A	Poll	F+A
18	Y	Pass	No	For	0.9%	1,321,369,338	99.1%	11,606,713	0.9%	1,030,875	N/A	Poll	F+A
19	Y	Pass	No	For	11.7%	1,172,675,348	88.3%	155,042,928	11.7%	6,255,347	N/A	Poll	F+A
20	Y	Pass	No	For	4.8%	1,246,738,362	95.2%	63,281,901	4.8%	23,988,456	N/A	Poll	F+A
21	Υ	Pass	No	For	1.4%	1,315,163,073	98.6%	18,428,648	1.4%	404,161	N/A	Poll	F+A

## **McKesson Corporation**

Meeting Date: 07/31/2019 Country: USA Primary Security ID: 58155Q103 Meeting ID: 1348867

Record Date: 06/04/2019 Meeting Type: Annual Ticker: MCK

 Primary CUSIP: 58155Q103
 Primary ISIN: U558155Q1031
 Primary SEDOL: 2378534
 Proxy Level: 3

Earliest Cutoff Date: 07/30/2019 Shares Voted: 8,630 Votable Shares: 8,630 \*Shares on Loan: 0 Shares Instructed: 8,630

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Dominic J. Caruso	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): CAT

# **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.2	Elect Director N. Anthony Coles	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director M. Christine Jacobs	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Donald R. Knauss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Marie L. Knowles	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Bradley E. Lerman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Edward A. Mueller	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Susan R. Salka	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Brian S. Tyler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Kenneth E. Washington	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **McKesson Corporation**

oposal umber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
3	Advisory Vote to Ratify Nar Officers' Compensation	med Executive	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vo benefits in connection with I based on a contractually obi unchanged from the prior ye payouts for other NEOs were	his retirement. In addition, ligated individual performa ear when financial perform	Hammergren's nce multiplier re ance was lower	annual ince elated to his . Further, fo	entive payout v s retirement, re or a second con	vas increased b esulting in a pa nsecutive year,	ny 33 percent yout that was annual incent	ive				
	Blended Rationale: A vote A benefits in connection with I based on a contractually obi unchanged from the prior ye payouts for other NEOs were	his retirement. In addition, ligated individual performa ear when financial perform	Hammergren's nce multiplier re ance was lower	annual ince elated to his . Further, fo	entive payout v s retirement, re or a second con	vas increased b esulting in a pa nsecutive year,	ny 33 percent yout that was annual incent	ive				
4	Report on Lobbying Payme	ents and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vo practices and policies, such benefit shareholders in asse. Blended Rationale: A vote Fi	as its trade association me ssing its management of r	emberships and elated risks.	payments,	and board over	rsight mechanis	sms would					
	and policies, such as its trad shareholders in assessing its	le association membership	s and payments				•	.cs				
5	Reduce Ownership Thresho Shareholders to Call Specia		SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vo special meetings.	ote FOR this proposal is wa	arranted as it wo	ould further	enhance the e	existing shareho	older right to c	rall .				
	Blended Rationale: A vote For special meetings.	OR this proposal is warran	ted as it would	further enh	ance the existil	ng shareholder	right to call					
Ballot D	etails											
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	`	otable Shares		Shares Voted
(IA Name		000204602	Confirmed		arussell	07/24/2019	arussell	07/24/2019		8,630		
CAT, 39169	92	000391692				,,	arabben	. , ,		0,050		8,630

#### **Meeting Results**

Outstanding Shares Voted: 186,377,093 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.4%	150,328,181	99.6%	664,725	0.4%	453,829	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	15.1%	128,160,810	84.9%	22,835,254	15.1%	450,672	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	6.4%	141,274,161	93.6%	9,736,587	6.4%	435,986	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.7%	149,994,925	99.3%	995,857	0.7%	455,949	N/A	Proxy	F+A
1.5	Y	Pass	No	For	6.8%	140,784,484	93.2%	10,238,484	6.8%	423,769	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.6	Y	Pass	No	For	11.4%	133,735,983	88.6%	17,250,081	11.4%	460,670	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	13.1%	131,196,367	86.9%	19,803,011	13.1%	447,355	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	11.6%	133,430,340	88.4%	17,579,622	11.6%	436,772	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	0.6%	150,162,153	99.4%	847,588	0.6%	436,996	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.4%	150,390,774	99.6%	593,109	0.4%	462,853	N/A	Proxy	F+A
2	Υ	Pass	No	For	5.3%	157,959,216	94.7%	8,255,084	5.0%	549,635	0.3%	Proxy	F+A+AB
3	Υ	Fail	No	For	59.6%	61,120,284	40.4%	89,828,106	59.3%	498,322	0.3%	Proxy	F+A+AB
4	Υ	Fail	No	Against	46.2%	68,799,661	45.4%	81,404,262	53.8%	1,242,785	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	41.3%	62,120,524	41.0%	88,874,669	58.7%	451,064	0.3%	Proxy	F+A+AB

# **Hipgnosis Songs Fund Ltd.**

Meeting Date: 08/21/2019	Country: Guernsey	Primary Security ID: G4497R113	Meeting ID: 1356783
110001119 Date: 00,21,2019	Country: Guernsey	Timaly Security 251 6 1157 KIIS	1 100cmig 1D1 1000700

Record Date: 08/19/2019 Meeting Type: Special Ticker: SONG

Primary CUSIP: G4497R113 Primary ISIN: GG00BFYT9H72 Primary SEDOL: BFYT9H7 Proxy Level: N/A

Earliest Cutoff Date: 08/15/2019 Shares Voted: 519,940 Votable Shares: 519,940 \*Shares on Loan: 0 Shares Instructed: 519,940

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
1	Amend the Investment Objective and Policy of the Company	Mgmt	Yes	For	For		For	For	No	No	No		
Ballot D	Rallot Details												

Institutional Account Detail Custodian Instructor Approver (IA Name, IA Number) Account Number **Ballot Status** Instructed Approved Votable Shares Shares Voted 391692 CAT, 391692 Confirmed 08/08/2019 519,940 Auto-Instructed 08/08/2019 Auto-Approved 519,940 **Total Shares:** 519,940 519,940

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A



Shares Instructed: 30,000

No

No

No

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Earliest Cutoff Date: 08/16/2019

## **Castings PLC**

Meeting Date: 08/22/2019 Country: United Kingdom Primary Security ID: G19432106 Meeting ID: 1349276

Votable Shares: 30,000

Record Date: 08/20/2019 Meeting Type: Annual Ticker: CGS

 Primary CUSIP: G19432106
 Primary ISIN: GB0001795680
 Primary SEDOL: 0179568
 Proxy Level: N/A

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Shares Voted: 30,000

Proposal Number	•		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Brian Cooke as Director	Mamt	Yes	For	Abstain		Abstain	For	No	Yes	Yes

\*Shares on Loan: 0

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

Blended Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

4 Re-elect Alec Jones as Director Mgmt Yes For For For For

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

Blended Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): CAT

# **Castings PLC**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
5	Elect Andrew Eastgate as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 34 independence issues have been composition of these Committee this resolution is warranted for against and who do not recogniand Andrew Eastgate is warranted.	identified and he curre es does not adhere to U those shareholders in m ise an abstention as a va	ntly sits on the K best practice arkets who ha alid option.Iter	e Audit and i e recommen eve a fiducia ms 4 & 5A v	Remuneration dations for a c ry responsibilit ote FOR the e	Committees, and company of this ty to vote either	nd the size.A vote FO rin favour or					
	Blended Rationale: Item 3An Al issues have been identified and Committees does not adhere to warranted for those shareholde	he currently sits on the UK best practice recom rs in markets who have	Audit and Ren mendations fo a fiduciary res	muneration or or a company oponsibility to	Committees, a y of this size.A o vote either i	nd the composi Vote FOR this In favour or aga	ition of these resolution is inst and who do	0				
	not recognise an abstention as a Eastgate is warranted because is	•		-	re-election of	Alec Jones and	d Andrew					
6	Approve Remuneration Report		Mgmt	Yes	For	For		For	For	No	No	No
7	Reappoint PricewaterhouseCoo Auditors and Authorise Their R	•	Mgmt	Yes	For	For		For	For	No	No	No
8	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	the Company has historically so limits. Item 9A vote FOR this res limits.  Blended Rationale: Item 8A vote following reason:* The duration Company has historically sough limits. Item 9A vote FOR this res limits.	olution is warranted be e FOR this resolution is of the proposal is for lo t renewal of the authori	cause the prop warranted, alto onger than 18 ity each year a	nosed amoui hough it is n months, cor and the prop	nt and duration not without con ntrary to recon osed amount i	n are within rec ncern for share nmended limits. is within recomi	holders for the However, the mended					
9	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 84 the following reason:* The dura the Company has historically so limits. Item 9A vote FOR this reslimits.	ntion of the proposal is i ught renewal of the aut	for longer than hority each ye	18 months, ear and the p	contrary to re proposed amou	ecommended lii unt is within rec	mits.However, commended					
	Blended Rationale: Item 8A vot following reason:* The duration Company has historically sough limits. Item 9A vote FOR this res limits.	of the proposal is for lo t renewal of the authori	onger than 18 Ity each year a	months, cor and the prop	ntrary to recon osed amount i	nmended limits. is within recomi	.However, the mended					
10	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		rpestana	08/13/2019	rpestana	08/13/2019		30,000		30,000
								Total Shares	:	30,000		30,000



Meeting ID: 1348583

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

## **Castings PLC**

#### **Meeting Results**

Outstanding Shares Voted: 43,632,068

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	31,302,392	100.0%	300	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.0%	31,302,692	100.0%	0	0.0%	0	N/A	Show of hands	F+A
3	Y	Pass	No	For	4.4%	26,756,993	95.6%	1,244,898	4.4%	3,300,801	N/A	Show of hands	F+A
4	Y	Pass	No	For	3.8%	30,109,887	96.2%	1,176,968	3.8%	15,837	N/A	Show of hands	F+A
5	Y	Pass	No	For	0.0%	31,296,126	100.0%	4,356	0.0%	2,210	N/A	Show of hands	F+A
6	Y	Pass	No	For	0.0%	31,291,371	100.0%	10,721	0.0%	600	N/A	Show of hands	F+A
7	Y	Pass	No	For	0.0%	31,289,172	100.0%	12,465	0.0%	1,055	N/A	Show of hands	F+A
8	Y	Pass	No	For	0.0%	31,300,137	100.0%	1,500	0.0%	1,055	N/A	Show of hands	F+A
9	Y	Pass	No	For	0.0%	31,298,407	100.0%	1,505	0.0%	2,780	N/A	Show of hands	F+A
10	Y	Pass	No	For	0.1%	31,283,123	99.9%	19,569	0.1%	0	N/A	Show of hands	F+A

## **Dixons Carphone Plc**

Record Date: 09/03/2019

Meeting Date: 09/05/2019 Country: United Kingdom Primary Security ID: G2903R107

Meeting Type: Annual Ticker: DC

Primary CUSIP: G2903R107 Primary ISIN: GB00B4Y7R145 Primary SEDOL: B4Y7R14 Proxy Level: N/A

Earliest Cutoff Date: 08/30/2019 Shares Voted: 641,305 Votable Shares: 641,305 \*Shares on Loan: 0 Shares Instructed: 641,305

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST the remuneration report is warranted:\* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years — despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.

Blended Rationale: A vote AGAINST the remuneration report is warranted:\* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years — despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.



Location(s): All Locations
Institution Account(s): CAT

# **Dixons Carphone Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
5	Elect Eileen Burbidge as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	ncerns have be	en identified.						
6	Re-elect Alex Baldock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	cerns have be	en identified.						
7	Re-elect Tony DeNunzio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	ncerns have be	en identified.						
8	Re-elect Andrea Gisle Joosen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is a										
	Blended Rationale: A vote FOR these candidates is warra										
9	Re-elect Lord Livingston of Parkhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is t	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	ncerns have be	en identified.						
10	Re-elect Jonny Mason as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	ncerns have be	en identified.						
11	Re-elect Fiona McBain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is a	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	ncerns have be	en identified.						
12	Re-elect Gerry Murphy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is a	warranted as i	no significan	t concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no sig	gnificant con	ncerns have be	en identified.						
13	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **Dixons Carphone Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
16	Approve Colleague Shareholder	Scheme	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Share Incentive Plan		Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Forwithin recommended limits.	OR these resolutions	is considered w	arranted as	the proposed a	amounts and d	urations are					
	Blended Rationale: A vote FOR the recommended limits.	nese resolutions is col	nsidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					
19	Authorise Issue of Equity without Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For within recommended limits.	OR these resolutions	is considered w	arranted as	the proposed a	amounts and d	urations are					
	Blended Rationale: A vote FOR the recommended limits.	nese resolutions is con	nsidered warran	ted as the p	proposed amou	ints and duration	ons are within					
20	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call ( Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		641,305		641,305
								Total Shares	s:	641,305		641,305

#### **Meeting Results**

Outstanding Shares Voted: 1,162,360,001

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	964,149,291	100.0%	129,414	0.0%	935,686	N/A	Poll	F+A
2	Υ	Pass	No	For	23.5%	738,083,754	76.5%	226,263,505	23.5%	867,132	N/A	Poll	F+A
3	Υ	Pass	No	For	10.7%	831,610,451	89.3%	100,031,252	10.7%	33,572,688	N/A	Poll	F+A
4	Υ	Pass	No	For	0.5%	960,566,776	99.5%	4,643,402	0.5%	4,213	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	965,101,427	100.0%	81,320	0.0%	31,641	N/A	Poll	F+A
6	Υ	Pass	No	For	0.2%	963,353,376	99.8%	1,832,481	0.2%	28,531	N/A	Poll	F+A
7	Υ	Pass	No	For	2.5%	940,418,094	97.5%	23,894,565	2.5%	901,729	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	949,240,761	98.3%	15,941,102	1.7%	32,525	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Y	Pass	No	For	3.2%	933,871,949	96.8%	31,312,432	3.2%	30,007	N/A	Poll	F+A
10	Υ	Pass	No	For	0.3%	962,449,205	99.7%	2,736,844	0.3%	28,339	N/A	Poll	F+A
11	Y	Pass	No	For	0.3%	962,173,509	99.7%	2,915,952	0.3%	124,927	N/A	Poll	F+A
12	Υ	Pass	No	For	3.2%	934,368,653	96.8%	30,815,795	3.2%	29,943	N/A	Poll	F+A
13	Υ	Pass	No	For	0.8%	929,722,046	99.2%	7,523,435	0.8%	27,968,910	N/A	Poll	F+A
14	Υ	Pass	No	For	0.1%	964,302,295	99.9%	898,544	0.1%	13,549	N/A	Poll	F+A
15	Υ	Pass	No	For	7.4%	857,710,889	92.6%	68,512,964	7.4%	38,990,538	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	964,856,895	100.0%	315,736	0.0%	41,757	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	964,659,312	99.9%	517,138	0.1%	37,938	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	965,010,811	100.0%	175,238	0.0%	28,342	N/A	Poll	F+A
19	Y	Pass	No	For	0.0%	964,998,580	100.0%	172,329	0.0%	43,479	N/A	Poll	F+A
20	Υ	Pass	No	For	2.9%	936,813,988	97.1%	28,136,396	2.9%	264,004	N/A	Poll	F+A
21	Υ	Pass	No	For	1.4%	951,324,537	98.6%	13,884,975	1.4%	4,876	N/A	Poll	F+A

# **Hipgnosis Songs Fund Ltd.**

Meeting Date: 09/10/2019 Country: Guernsey Primary Security ID: G4497R113 Meeting ID: 1349047 **Record Date:** 09/06/2019 Meeting Type: Annual Ticker: SONG Primary CUSIP: G4497R113 Primary ISIN: GG00BFYT9H72 Primary SEDOL: BFYT9H7 Proxy Level: N/A Earliest Cutoff Date: 09/04/2019 Shares Voted: 519,940 Votable Shares: 519,940 \*Shares on Loan: 0 Shares Instructed: 519,940

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers CI LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **Hipgnosis Songs Fund Ltd.**

because no significant concerns have been identified.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Elect Andrew Sutch as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A vote FOR the election because:* Apart from his role as the Chair of the Comp compromise his ability to commit sufficient time to his rexternal directorships are at investment trusts. Taking the will be kept under review. Items 6-8A vote FOR the election because no significant concerns have been identified.	any, he also se cole in the Com this into accoul	erves as Cha pany.Mitiga nt, a degree	air at two other ating, the main e of flexibility is	r public compa reason for sup considered ap	nnies, which coul oport is:* His opropriate. This	d				
	Blended Rationale: Item 5A vote FOR the election of Ar. Apart from his role as the Chair of the Company, he als compromise his ability to commit sufficient time to his r external directorships are at investment trusts. Taking t will be kept under review. Items 6-8A vote FOR the elec- because no significant concerns have been identified.	o serves as Ch cole in the Com this into accoul	air at two o pany.Mitiga nt, a degree	other public con ating, the main e of flexibility is	npanies, which reason for sup considered ap	n could oport is:* His opropriate. This					
6	Elect Andrew Wilkinson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	because:* Apart from his role as the Chair of the Comp compromise his ability to commit sufficient time to his r external directorships are at investment trusts. Taking t will be kept under review. Items 6-8A vote FOR the elec- because no significant concerns have been identified.	ole in the Com this into accour tion of Andrew	npany.Mitiga nt, a degree Wilkinson,	ating, the main e of flexibility is Simon Holden	reason for sup considered ap and Paul Burg	oport is:* His opropriate. This aer is warranted					
	Blended Rationale: Item 5A vote FOR the election of Ar. Apart from his role as the Chair of the Company, he als compromise his ability to commit sufficient time to his r external directorships are at investment trusts. Taking t will be kept under review. Items 6-8A vote FOR the elec because no significant concerns have been identified.	o serves as Ch cole in the Com this into accoul	air at two o pany.Mitiga nt, a degree	other public con ating, the main e of flexibility is	npanies, which reason for sup considered ap	n could oport is:* His opropriate. This					
7	Elect Simon Holden as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A vote FOR the election because:* Apart from his role as the Chair of the Comp compromise his ability to commit sufficient time to his r external directorships are at investment trusts. Taking t will be kept under review. Items 6-8A vote FOR the election because no significant concerns have been identified.	any, he also se role in the Com this into accour tion of Andrew	erves as Cha pany.Mitiga nt, a degree Wilkinson,	air at two other ating, the main e of flexibility is Simon Holden	r public compa reason for su considered ap and Paul Burg	nies, which coul oport is:* His opropriate. This aer is warranted					
	Blended Rationale: Item 5A vote FOR the election of Ar. Apart from his role as the Chair of the Company, he als compromise his ability to commit sufficient time to his r external directorships are at investment trusts. Taking to will be kept under review. Items 6-8A vote FOR the elec-	o serves as Ch cole in the Com this into accoul	air at two o pany.Mitiga nt, a degree	other public con ating, the main e of flexibility is	npanies, which reason for sup considered ap	n could oport is:* His opropriate. This					



Location(s): All Locations
Institution Account(s): CAT

# **Hipgnosis Songs Fund Ltd.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
8	Elect Paul Burger as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item because:* Apart from his role compromise his ability to comexternal directorships are at it will be kept under review. Item because no significant concern	as the Chair of the Cor mit sufficient time to hi nvestment trusts. Takin ns 6-8A vote FOR the e	mpany, he also s is role in the Cor ng this into accou lection of Andre	erves as Cha mpany.Mitiga unt, a degree	air at two other ating, the main e of flexibility in	er public compa n reason for sup is considered ap	nies, which cou oport is:* His opropriate. This					
	Blended Rationale: Item 5A vi Apart from his role as the Cha compromise his ability to com external directorships are at it will be kept under review. Item because no significant concern	oir of the Company, he o mit sufficient time to hi nvestment trusts. Takin ns 6-8A vote FOR the e	also serves as Ci is role in the Cor ng this into accou election of Andre	hair at two d mpany.Mitiga unt, a degree	other public co ating, the main e of flexibility i	mpanies, which n reason for sup is considered ap	n could oport is:* His opropriate. This					
9	Approve Dividend Policy		Mgmt	Yes	For	For		For	For	No	No	No
10	Authorise Market Purchase o	of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Sta	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares	5	Shares Voted
CAT, 3916	992	391692	Confirmed		arussell	08/28/2019	arussell	08/28/2019		519,940		519,940
								Total Share	======================================	519,940		519,940

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	283,917,719	99.9%	371,069	0.1%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.1%	283,917,719	99.9%	371,069	0.1%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	284,286,499	100.0%	2,289	0.0%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.8%	282,129,643	99.2%	2,159,145	0.8%	0	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

## **Sophos Group Plc**

Sopr	ios Group Pic											
_	<b>Date:</b> 09/25/2019 <b>Date:</b> 09/23/2019	Country: United Kin Meeting Type: Ann	-		Primar Ticker:	-	<b>):</b> G8T826102		Меє	ting ID: 1	338199	
Primary (	CUSIP: G8T826102	Primary ISIN: GB00BY	YZFZ918		Primary	SEDOL: BYZFZ	791		Prox	y Level: N/	Ά	
Earliest C	Cutoff Date: 09/19/2019	Shares Voted: 157,421	1	Votable S	hares: 157,421		*Shares on Lo	an: 0	Shar	es Instruct	<b>ed:</b> 157,421	
Total Ball	lots: 1	Voting Policy: ISS					Additional Pol	icy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements an Reports	d Statutory	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy		Mgmt	Yes	For	Abstain		Abstain	Against	Yes	Yes	Yes
3	The LTIP continues to utilise bot receive special one-off payments inclusion of several best-practice for those shareholders in market recognise an abstention as a valuable Blended Rationale: An ABSTENT LTIP continues to utilise both perceive special one-off payments inclusion of several best-practice for those shareholders in market recognise an abstention as a valuable prove Remuneration Report	s on a change of contro e measures, an ABSTAII is who have a fiduciary id option. ION on the remuneration of controls on a change of controls e measures, an ABSTAII is who have a fiduciary	ol event. Given N vote is consi responsibility on policy is consi and non-pel ol event. Given N vote is consi	the reduction idered appropriate to vote either either either either either either either either eduction idered appropriate the reduction idered appropriate either eduction idered eductio	ons in bonus ar opriate. A vote i er in favour or rranted, given ased (RSUs) at opriate. A vote i	nd LTIP opport FOR this resolute The against and we The following Wards; and End LTIP opport FOR this resolute TOR	tunity, and ution is warrante who do not  concerns:* The Directors can tunity, and ution is warrante	d	For	No	Yes	Yes
Voting Policy Rationale: A vote AGAINST this resolution is warranted because:* The overall remuneration in significantly weighted towards shorter term performance;* The LTIP continues to utilise both performance non-performance based (RSUs) awards, with no underpin in operation for the restricted share element;* Li disclosed on a prospective basis; and* Both the bonus plan and PSU element of the LTIP for the year unde billings and EBITDA performance conditions which is likely to result in Directors being rewarded twice for the same (short term) performance.  Blended Rationale: A vote AGAINST this resolution is warranted because:* The overall remuneration frame weighted towards shorter term performance;* The LTIP continues to utilise both performance based (PSUs non-performance based (RSUs) awards, with no underpin in operation for the restricted share element;* Li disclosed on a prospective basis; and* Both the bonus plan and PSU element of the LTIP for the year unde billings and EBITDA performance conditions which is likely to result in Directors being rewarded twice for the same (short term) performance.								,				
4	Approve Final Dividend		Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

# **Sophos Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Sandra Bergeron as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Dirical identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remul Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shard directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and a nted as:* Th	varranted, altho there are ongo he Company ha	ough is not wit ping material co as made some	hout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commensation practices. Support for the resolution is want	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made son	concern for sh concerns over t me material im	nareholders The Company's Provements to	-				
6	Re-elect Nick Bray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Diridentified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resoluting improvements to the remuneration policy, following shall directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and a nted as:* Th	varranted, altho there are ongo he Company ha	ough is not wit oing material co as made some	hout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made son	concern for sh concerns over t me material im	nareholders The Company's Provements to	-				
7	Re-elect Peter Gyenes as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Diridentified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shall directorships.										
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commendation practices. Support for the resolution is want the remuneration policy, following shareholder feedback,	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made son	concern for sh concerns over t me material im	nareholders The Company's Provements to	-				
8	Re-elect Kris Hagerman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Diridentified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because: * He serves as Chair of the Remul Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shall directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and a nted as:* Th	varranted, althor there are ongo the Company ha	ough is not wit oing material co as made some	hout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made son	concern for sh concerns over t me material im	areholders the Company's provements to	-				



Location(s): All Locations
Institution Account(s): CAT

# **Sophos Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Re-elect Roy Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Diricetor Items 12- Re-elect Paul Walker as Director Avoid shareholders because: * He serves as Chair of the Remule Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following share directorships.	te FOR this re. neration Comi ution is warrai	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo he Company ha	ough is not wit ing material co as made some	hout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commensation practices. Support for the resolution is wanted the remuneration policy, following shareholder feedback,	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made sor	concern for sh concerns over t me material im	nareholders The Company's Provements to	-				
10	Re-elect Rick Medlock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Diridentified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shall directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo he Company ha	ough is not wit ing material co as made some	hout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo he Company	is not without oing material o has made sor	concern for sh concerns over t me material im	nareholders The Company's Provements to	-				
11	Re-elect Vin Murria as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Re-elect Vin Murria as Director Mgmt Yes For For For For For For Voting Policy Rationale: Items 5-11A vote FOR these Directors is warranted as no significant concerns have been identified. Item 12- Re-elect Paul Walker as DirectorA vote FOR this resolution is warranted, although is not without concern for shareholders because:* He serves as Chair of the Remuneration Committee, and there are ongoing material concerns over the Company's remuneration practices. Support for the resolution is warranted as:* The Company has made some material improvements to the remuneration policy, following shareholder feedback, and he has reduced the number of external directorships.										
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commendation practices. Support for the resolution is warn the remuneration policy, following shareholder feedback,	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made soi	concern for sh concerns over t me material im	areholders the Company's provements to	-				
12	Re-elect Paul Walker as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Directors is warranted as no significant concerns have been identified. Item 12- Re-elect Paul Walker as DirectorA vote FOR this resolution is warranted, although is not without concern for shareholders because: * He serves as Chair of the Remuneration Committee, and there are ongoing material concerns over the Company's remuneration practices. Support for the resolution is warranted as: * The Company has made some material improvements to the remuneration policy, following shareholder feedback, and he has reduced the number of external directorships.										
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commermuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made sor	concern for sh concerns over t me material im	nareholders The Company's Provements to					



Location(s): All Locations
Institution Account(s): CAT

# **Sophos Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
13	Reappoint KPMG LLP as Au	ditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise the Audit and Ris Remuneration of Auditors	k Committee to Fix	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donat Expenditure	tions and	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo recommended limits.	te FOR these resolutions is	s warranted bed	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FC recommended limits.	OR these resolutions is war	rranted because	e the propos	sed amounts a	nd durations ar	re within					
17	Authorise Issue of Equity w Rights	ithout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo recommended limits.	te FOR these resolutions is	s warranted bed	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FC recommended limits.	OR these resolutions is wai	rranted because	e the propos	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity w Rights in Connection with a Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo recommended limits.	te FOR these resolutions is	s warranted bed	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FC recommended limits.	OR these resolutions is wai	rranted because	e the propos	sed amounts a	nd durations ar	re within					
19	Authorise Market Purchase	of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to O Meeting with Two Weeks' N		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
CAT, 39169	92	391692	Confirmed		arussell	09/18/2019	arussell	09/18/2019		157,421		157,421
								Total Share		157,421		

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	407,182,673	100.0%	35,919	0.0%	254,887	N/A	Poll	F+A
2	Y	Pass	No	For	15.0%	298,467,382	85.0%	52,715,495	15.0%	56,290,602	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

	on necount(s	, -											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Y	Pass	No	For	34.7%	263,808,408	65.3%	140,386,313	34.7%	3,278,758	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	407,455,034	100.0%	6,998	0.0%	11,448	N/A	Poll	F+A
5	Υ	Pass	No	For	17.0%	335,531,574	83.0%	68,634,645	17.0%	3,307,260	N/A	Poll	F+A
6	Υ	Pass	No	For	2.7%	396,299,223	97.3%	11,156,179	2.7%	18,078	N/A	Poll	F+A
7	Υ	Pass	No	For	13.5%	344,809,806	86.5%	53,934,162	13.5%	8,729,511	N/A	Poll	F+A
8	Υ	Pass	No	For	2.3%	398,292,400	97.7%	9,179,270	2.3%	1,810	N/A	Poll	F+A
9	Υ	Pass	No	For	4.9%	384,233,650	95.1%	19,922,079	4.9%	3,317,750	N/A	Poll	F+A
10	Y	Pass	No	For	5.6%	381,335,583	94.4%	22,750,027	5.6%	3,387,869	N/A	Poll	F+A
11	Y	Pass	No	For	5.6%	381,666,438	94.4%	22,493,743	5.6%	3,313,299	N/A	Poll	F+A
12	Y	Pass	No	For	14.1%	325,531,595	85.9%	53,384,658	14.1%	28,557,226	N/A	Poll	F+A
13	Υ	Pass	No	For	1.5%	396,132,443	98.5%	5,902,824	1.5%	5,438,212	N/A	Poll	F+A
14	Y	Pass	No	For	0.0%	402,036,830	100.0%	1,451	0.0%	5,435,199	N/A	Poll	F+A
15	Υ	Pass	No	For	0.4%	405,931,750	99.6%	1,511,835	0.4%	29,895	N/A	Poll	F+A
16	Υ	Pass	No	For	3.6%	392,649,219	96.4%	14,782,353	3.6%	39,908	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	407,167,352	99.9%	259,815	0.1%	46,313	N/A	Poll	F+A
18	Υ	Pass	No	For	2.8%	395,864,967	97.2%	11,558,822	2.8%	49,690	N/A	Poll	F+A
19	Υ	Pass	No	For	0.6%	404,664,697	99.4%	2,468,820	0.6%	339,962	N/A	Poll	F+A
20	Υ	Pass	No	For	4.4%	389,718,027	95.6%	17,746,481	4.4%	8,972	N/A	Poll	F+A

# **Ruffer Protection Strategies - International**

Total Ballots: 1

Meeting Date: 10/16/2019 Country: Luxembourg Primary Security ID: L8032E119 Meeting ID: 1370071

Record Date: 10/09/2019 Meeting Type: Annual Ticker: B3MHYZ.F

Voting Policy: ISS

Primary CUSIP: L8032E119 Primary ISIN: LU1148532598 Primary SEDOL: BTDYMJ4 Proxy Level: N/A

Earliest Cutoff Date: 10/10/2019 Shares Voted: 867,976 Votable Shares: 867,976 \*Shares on Loan: 0 Shares Instructed: 867,976

Vote Vote Vote Votable Additional Proposal Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Mgmt 1 Receive and Approve Board's and Auditor's For For No Yes For For No No 2 Approve Financial Statements Mgmt No No No 3 Approve Allocation of Income Mgmt Yes For For For For No No No

**Additional Policy:** 



Location(s): All Locations
Institution Account(s): CAT

composition.

# **Ruffer Protection Strategies - International**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4.1	Approve Remuneration of Director Paul Cornet	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this item is warra remuneration.	anted because th	ere is no sig	n of excessive	eness about the	e board					
	Blended Rationale: A vote FOR this item is warranted	d because there is	s no sign of	excessiveness	about the boa	ord remuneration	7.				
4.2	Approve Remuneration of Director Jean Garbois	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this item is warra remuneration.	anted because th	ere is no sig	n of excessive	eness about the	e board					
	Blended Rationale: A vote FOR this item is warranted	d because there is	s no sign of	excessiveness	about the boa	ord remuneration	).				
5	Approve Discharge of Directors	Mgmt	Yes	For	For		For	For	No	No	No
6.1	Re-Elect Myles Marmion as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becomposition.	ause there is no	known conti	roversy with re	egards to the b	ooard and its					
	Blended Rationale: A vote FOR is warranted because composition.	there is no knov	vn controver	rsy with regard	ls to the board	and its					
6.2	Re-Elect Mary McBain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becomposition.	ause there is no	known conti	roversy with re	egards to the b	ooard and its					
	Blended Rationale: A vote FOR is warranted because composition.	there is no knov	vn controver	rsy with regard	ls to the board	and its					
6.3	Re-Elect Jean Garbois as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becomposition.	ause there is no	known conti	roversy with re	egards to the b	ooard and its					
	Blended Rationale: A vote FOR is warranted because composition.	there is no knov	vn controver	rsy with regard	ls to the board	and its					
6.4	Re-Elect Paul-Emile Cornet as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becomposition.	ause there is no	known conti	roversy with re	egards to the b	ooard and its					
	Blended Rationale: A vote FOR is warranted because composition.	there is no knov	vn controver	rsy with regard	ls to the board	and its					
6.5	Re-Elect Benjamin Boucher-Ferte as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becomposition.	ause there is no	known conti	roversy with re	egards to the b	ooard and its					
	Blended Rationale: A vote FOR is warranted because										



Location(s): All Locations
Institution Account(s): CAT

# **Ruffer Protection Strategies - International**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Agains Policy	Vote t Against ISS
6.6	Elect Aude Lemogne as Direct	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote composition.	e FOR is warranted beca	use there is no	known cont	roversy with re	egards to the bo	oard and its					
	Blended Rationale: A vote FOR is warranted because there is no known controversy with regards to the board and its composition.											
7	Renew Appointment of Ernst Auditor	: & Young as	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Sta	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		arussell	10/10/2019	arussell	10/10/2019		867,976		867,976
								Total Shares	:	867,976		867,976

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4.1	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4.2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AE
6.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AE
6.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AE
6.3	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AE
6.4	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AE
6.5	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+A
6.6	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+Al
7	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+A



Location(s): All Locations
Institution Account(s): CAT

Programmes

### **Hipgnosis Songs Fund Ltd.**

Meeting Date: 10/17/2019 Country: Guernsey Primary Security ID: G4497R113 Meeting ID: 1367442

Record Date: 10/15/2019 Meeting Type: Special Ticker: SONG

Primary CUSIP: G4497R113 Primary ISIN: GG00BFYT9H72 Primary SEDOL: BFYT9H7 Proxy Level: N/A

Earliest Cutoff Date: 10/11/2019 Shares Voted: 519,940 Votable Shares: 519,940 \*Shares on Loan: 0 Shares Instructed: 519,940

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Issue of Equity without Pre-emptive Rights in Connection with the Placing	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this transaction is warranted because:\* The proposed issuance of shares is highly dilutive to shareholders.\* The Company has not clearly specified the use of proceeds.\* The Company has not provided a compelling business case as to why the proposed fundraising structure is the most appropriate action for shareholders.

Blended Rationale: A vote AGAINST this transaction is warranted because:\* The proposed issuance of shares is highly dilutive to shareholders.\* The Company has not clearly specified the use of proceeds.\* The Company has not provided a compelling business case as to why the proposed fundraising structure is the most appropriate action for shareholders.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	arussell	10/10/2019	arussell	10/10/2019	519,940	519,940
						Total Shares:	519,940	519,940

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	v	Pacc	No	For	0.8%	275 552 088	99.2%	2 181 242	0.8%	374 428	N/A	Poll	F±Δ

#### **Ground Rents Income Fund PLC**

Meeting Date: 11/08/2019 Country: United Kingdom Primary Security ID: G4136G106 Meeting ID: 1372283

Record Date: 11/06/2019 Meeting Type: Special Ticker: GRIO

 Primary CUSIP: G4136G106
 Primary ISIN: GB00B715WG26
 Primary SEDOL: B8K0LM4
 Proxy Level: N/A

Earliest Cutoff Date: 11/04/2019 Shares Voted: 772,668 Votable Shares: 772,668 \*Shares on Loan: 0 Shares Instructed: 772,668

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Matters Relating to the Relevant Distributions	Mgmt	Yes	None	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): CAT

## **Ground Rents Income Fund PLC**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve Cancellation of Share P	remium	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted
CAT, 39169	2	391692	Confirmed		arussell	10/30/2019	arussell	10/30/2019		772,668		772,668
								Total Shares	:	772,668		772,668

#### **Meeting Results**

Outstanding Shares Voted: 97,006,497

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	None	N/A	33,362,560	99.8%	56,001	0.2%	25,819	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	33,368,329	99.8%	56,001	0.2%	20,050	N/A	Poll	F+A

#### **Ground Rents Income Fund PLC**

_	<b>Date:</b> 11/08/2019  Pate: 11/06/2019	Country: United Kir Meeting Type: Spe	-		Primary Ticker:	<b>y Security ID</b> GRIO	: G4136G106		Meet	ing ID: 13	372334	
Primary C	USIP: G4136G106	Primary ISIN: GB00B	715WG26		Primary	SEDOL: B8K0LN	14		Proxy	Level: N/	A	
Earliest Cu Total Ballo	utoff Date: 11/04/2019	Shares Voted: 37,350 Voting Policy: ISS		Votable Si	nares: 37,350		*Shares on Lo		Share	s Instructe	: <b>d:</b> 37,350	
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Meeting of Warrantholders		Mgmt	No								
1	Approve Capital Reduction		Mgmt	Yes	For	Refer		Refer	For	No	No	No
Ballot D	etails											
	nal Account Detail ,, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	!	Shares Voted
CAT, 39169	92	391692	Confirmed		arussell	11/05/2019	arussell	11/05/2019		37,350		37,350
								Total Shares:		37,350		37,350

**Meeting Results** 

Outstanding Shares Voted: Results Available: Not Disclosed



Shares Instructed: 668,610

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

#### The PRS REIT Plc

Earliest Cutoff Date: 11/19/2019

Authorise Issue of Equity without Pre-emptive

Meeting Date: 11/25/2019 Country: United Kingdom Primary Security ID: G7282R107 Meeting ID: 1366955

Votable Shares: 668,610

\*Shares on Loan: 0

For

For

Nο

Nο

Nο

Record Date: 11/21/2019 Meeting Type: Annual Ticker: PRSR

Shares Voted: 668,610

Primary CUSIP: G7282R107 Primary ISIN: GB00BF01NH51 Primary SEDOL: BF01NH5 Proxy Level: N/A

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Jim Prower as Director	Mgmt	Yes	For	For		For	For	No	No	No
5	Reappoint RSM UK Audit LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 7 and 8A vote FOR these are within recommended limits. Item 9A vote AGAINST authority sought under Item 8, the proposed amount exwithin recommended limits. Item 9A vote FOR these rescuit in recommended limits. Item 9A vote AGAINST this sought under Item 8, the proposed amount exceeds recommended limits.	this resolution xceeds recomn plutions is warr resolution is w	is warranted mended limit ranted becau varranted be	d because:* W. of 10 percent use the proposi cause:* When	hen combined of issued share of issued share ed amounts and combined with	with the e capital. d durations are					

Voting Policy Rationale: Items 7 and 8A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Item 9A vote AGAINST this resolution is warranted because: \* When combined with the authority sought under Item 8, the proposed amount exceeds recommended limit of 10 percent of issued share capital.

Yes

For

For

Mgmt

Blended Rationale: Items 7 and 8A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Item 9A vote AGAINST this resolution is warranted because: \* When combined with the authority sought under Item 8, the proposed amount exceeds recommended limit of 10 percent of issued share capital.



Location(s): All Locations
Institution Account(s): CAT

## The PRS REIT Plc

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
9	Authorise Issue of Equity withou Rights (Additional Authority)	t Pre-emptive	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: Items 7 as are within recommended limits.Ite authority sought under Item 8, the	em 9A vote AGAINST th	nis resolution	is warranted	d because:* W	hen combined	with the	7				
	Blended Rationale: Items 7 and 8, within recommended limits. Item 9 sought under Item 8, the propose	A vote AGAINST this re	esolution is w	arranted be	cause:* When	combined with						
10	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	\	otable Shares		Shares Voted
CAT, 3916	92	391692	Confirmed		arussell	11/15/2019	arussell	11/15/2019		668,610		668,610
								Total Shares:		668,610		668,610

#### **Meeting Results**

Outstanding Shares Voted:

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	386,129,706	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	386,124,106	100.0%	5,600	0.0%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	386,124,106	100.0%	5,600	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	2.6%	376,240,944	97.4%	9,888,762	2.6%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	386,127,503	100.0%	2,203	0.0%	0	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	386,129,706	100.0%	0	0.0%	0	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	386,101,003	100.0%	2,203	0.0%	26,500	N/A	Poll	F+A
8	Υ	Pass	No	For	0.4%	384,667,842	99.6%	1,435,364	0.4%	26,500	N/A	Poll	F+A
9	Υ	Pass	No	For	15.0%	328,175,005	85.0%	57,928,201	15.0%	26,500	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	386,116,360	100.0%	10,846	0.0%	2,500	N/A	Poll	F+A



No

Reporting Period: 01/01/2019 to 12/31/2019

Approve Restricted Share Plan

Location(s): All Locations Institution Account(s): CAT

#### Whitbread Plc

Primary Security ID: G9606P197 Country: United Kingdom Meeting ID: 1380337 Meeting Date: 12/06/2019

**Record Date: 12/04/2019** Meeting Type: Special Ticker: WTB

Primary CUSIP: G9606P197 Primary ISIN: GB00B1KJJ408 Primary SEDOL: B1KJJ40 Proxy Level: N/A

Earliest Cutoff Date: 12/02/2019 Shares Voted: 40,404 Votable Shares: 40,404 \*Shares on Loan: 0 Shares Instructed: 40,404

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	V. C. D. C. D. C. A. A. A. CATRICT II	. ,	., ,			, ,					

Against

Against

Against

Yes

No

Voting Policy Rationale: A vote AGAINST the remuneration policy is considered warranted on account of:\* The proposed policy replaces a performance based long term incentive structure with a non-performance based one, leading to higher certainty of reward outcomes. The change is not considered to be accompanied with a sufficient reduction in quantum opportunity.

Blended Rationale: A vote AGAINST the remuneration policy is considered warranted on account of:\* The proposed policy replaces a performance based long term incentive structure with a non-performance based one, leading to higher certainty of reward outcomes. The change is not considered to be accompanied with a sufficient reduction in quantum opportunity.

Mgmt Voting Policy Rationale: A vote AGAINST the Restricted Share Plan is considered warranted on account of: \* The proposed

Yes

award of non-performance based restricted shares forms part of the reworked remuneration framework. There is some reduction in overall quantum but this is not considered sufficient to justify the higher certainty of quantum on offer.

Blended Rationale: A vote AGAINST the Restricted Share Plan is considered warranted on account of:\* The proposed award of non-performance based restricted shares forms part of the reworked remuneration framework. There is some reduction in overall quantum but this is not considered sufficient to justify the higher certainty of quantum on offer.

#### **Ballot Details**

2

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	arussell	11/28/2019	arussell	11/28/2019	40,404	40,404
						Total Shares:	40,404	40,404

#### **Meeting Results**

Outstanding Shares Voted: 133,700,562 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	29.5%	64,495,817	70.5%	27,038,317	29.5%	178,635	N/A	Poll	F+A
2	Υ	Pass	No	For	30.2%	63,908,522	69.8%	27,622,131	30.2%	182,116	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): CAT

## Ruffer Illiquid Strategies Fund 2015 Ltd.

Meeting Date: 12/13/2019 Country: Guernsey Primary Security ID: G9402A105 Meeting ID: 1383625

Record Date: 11/28/2019 Meeting Type: Written Consent Ticker: LYSJYJ.F

Primary CUSIP: G9402A105 Primary ISIN: GG00BSPCBR02 Primary SEDOL: BSPCBR0 Proxy Level: N/A

Earliest Cutoff Date: 12/09/2019 Shares Voted: 16,278,414 Votable Shares: 16,278,414 \*Shares on Loan: 0 Shares Instructed: 16,278,414

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Market Purchase of O Redeemable Shares	rdinary	Mgmt	Yes	For	Refer		Refer	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	hares Voted
CAT, 39169	92	391692	Confirmed		arussell	12/04/2019	arussell	12/04/2019		16,278,414		16,278,414

Total Shares:

16,278,414

16,278,414

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Not Disclosed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
-		N/D	No	Гон.	N/Δ	N/Δ	N/Δ	N/Δ	N/Δ	N/Δ	N/A	Poll	F±Δ

## **China Life Insurance Company Limited**

 Meeting Date: 12/19/2019
 Country: China
 Primary Security ID: Y1477R204
 Meeting ID: 1375106

Record Date: 11/18/2019 Meeting Type: Special Ticker: 2628

 Primary CUSIP: Y1477R204
 Primary ISIN: CNE1000002L3
 Primary SEDOL: 6718976
 Proxy Level: N/A

Earliest Cutoff Date: 12/13/2019 Shares Voted: 220,000 Votable Shares: 220,000 \*Shares on Loan: 0 Shares Instructed: 220,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt	No								
1	Elect Zhao Peng as Director	SH	Yes	For	For		For	For	No	No	No
2	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

Blended Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): CAT

# **China Life Insurance Company Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	RESOLUTIONS IN RELATION TO THE RENEWAL OF CONTINUING CONNECTED TRANSACTIONS WITH CHINA LIFE AMP ASSET MANAGEMENT CO., LTD.	Mgmt	No								
3.1	Approve Company Framework Agreement, Pension Company Framework Agreement, Annual Caps and Related Transactions	Mgmt	Yes	For	For		For	For	No	No	No
3.2	Approve CLIC Framework Agreement, CLP&C Framework Agreement, CLI Framework Agreement, Annual Caps and Related Transactions	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Renewal of the Framework Agreement for Daily Connected Transactions between the Company and China Guangfa Bank Co., Ltd.	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Amendments to Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No

the recent changes to laws and regulatory requirements of the company.

Blended Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

#### **Ballot Details**

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Institutional Account Detail	Custodian Account Number	Ballot Status	Instructor	Date Instructed	Approver Name	Date	Votable Shares	Shares Voted
(IA Name, IA Number)	Account Number	Ballot Status	Name	Instructed	мате	Approved	votable Shares	Shares voted
CAT, 391692	391692	Confirmed	Auto-Instructed	12/14/2019	Auto-Approved	12/14/2019	220,000	220,000
						Total Shares:	220,000	220,000

#### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.4%	22,436,607,588	99.5%	89,559,724	0.4%	12,781,550	0.1%	Poll	F+A+AB
2	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	2.0%	3,149,854,500	98.0%	181,140	0.0%	65,383,222	2.0%	Poll	F+A+AB
3.2	Υ	Pass	No	For	1.9%	3,153,999,520	98.1%	184,105	0.0%	61,235,237	1.9%	Poll	F+A+AB
4	Υ	Pass	No	For	0.3%	22,473,390,370	99.7%	4,342,490	0.0%	61,216,002	0.3%	Poll	F+A+AB



Meeting ID: 1375453

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): CAT

Meeting Date: 12/31/2019

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **Bank of China Limited**

Country: China

Primary Security ID: Y0698A107 **Record Date: 11/18/2019** Meeting Type: Special Ticker: 3988 Proxy Level: N/A Primary CUSIP: Y0698A107 Primary ISIN: CNE1000001Z5 Primary SEDOL: B154564 Earliest Cutoff Date: 12/23/2019 Shares Voted: 1.841.000 Votable Shares: 1.841.000 \*Shares on Loan: 0 Shares Instructed: 1.841.000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote **Against** Against Against Number **Proposal Text** Proponent Proposal **Mamt Rec** ISS Rec Policy Rec Policy Rec Instruction ISS Mamt Policy EGM BALLOT FOR HOLDERS OF H SHARES Mgmt No 1 Approve 2018 Remuneration Distribution Plan Mgmt Yes For For For For Nο Nο Nο for Chairman of the Board of Directors and **Executive Directors** Voting Policy Rationale: A vote FOR these proposals is warranted given that (i) director and supervisor fees at Hong Kong-listed companies are usually reasonable and in view of the absence of any known concerns over remuneration practices at the company; and (ii) the proposed improvement of remuneration plan of independent non-executive directors is in line with the relevant regulations governing the bank. Blended Rationale: A vote FOR these proposals is warranted given that (i) director and supervisor fees at Hong Kong-listed companies are usually reasonable and in view of the absence of any known concerns over remuneration practices at the company; and (ii) the proposed improvement of remuneration plan of independent non-executive directors is in line with the relevant regulations governing the bank. Approve 2018 Remuneration Distribution Plan Mgmt Yes For For For For No No No of Supervisors Voting Policy Rationale: A vote FOR these proposals is warranted given that (i) director and supervisor fees at Hong Kong-listed companies are usually reasonable and in view of the absence of any known concerns over remuneration practices at the company; and (ii) the proposed improvement of remuneration plan of independent non-executive directors is in line with the relevant regulations governing the bank. Blended Rationale: A vote FOR these proposals is warranted given that (i) director and supervisor fees at Hong Kong-listed companies are usually reasonable and in view of the absence of any known concerns over remuneration practices at the company; and (ii) the proposed improvement of remuneration plan of independent non-executive directors is in line with the relevant regulations governing the bank. 3 Approve Improving the Remuneration Plan of Mgmt Yes For For For For No No No Independent Non-executive Directors Voting Policy Rationale: A vote FOR these proposals is warranted given that (i) director and supervisor fees at Hong Kong-listed companies are usually reasonable and in view of the absence of any known concerns over remuneration practices at the company; and (ii) the proposed improvement of remuneration plan of independent non-executive directors is in line with the relevant regulations governing the bank. Blended Rationale: A vote FOR these proposals is warranted given that (i) director and supervisor fees at Hong Kong-listed companies are usually reasonable and in view of the absence of any known concerns over remuneration practices at the company; and (ii) the proposed improvement of remuneration plan of independent non-executive directors is in line with the relevant regulations governing the bank.



Location(s): All Locations
Institution Account(s): CAT

## **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Elect Chen Chunhua as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: VOTE RECOMMENDATIO issues concerning the nominees and the company			-	the absence of	of any known					
	Blended Rationale: VOTE RECOMMENDATIONA v. concerning the nominees and the company's boa			ed given the a	bsence of any	known issues					
5	Elect Chui Sai Peng Jose as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: VOTE RECOMMENDATIO issues concerning the nominees and the company										
	Blended Rationale: VOTE RECOMMENDATIONA v. concerning the nominees and the company's boa			ed given the a	bsence of any	known issues					
6	Approve Application for Provisional Authorization of Outbound Donations	Mgmt	Yes	For	For		For	For	No	No	No
7	Elect Wang Jiang as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: VOTE RECOMMENDATIO issues concerning the nominees and the company			-	the absence o	of any known					
	Blended Rationale: VOTE RECOMMENDATIONA V	ote FOR all nomine	es is warrante	ed given the a	bsence of any	v known issues					

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
CAT, 391692	391692	Confirmed	arussell	12/19/2019	arussell	12/19/2019	1,841,000	1,841,000
						Total Shares:	1,841,000	1,841,000

#### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

concerning the nominees and the company's board and committee dynamics.

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	225,968,120,681	99.9%	165,899,590	0.1%	139,537,125	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	226,091,676,681	99.9%	39,252,590	0.0%	142,628,125	0.1%	Poll	F+A+AB
3	Y	Pass	No	For	1.6%	222,754,615,536	98.4%	3,378,991,835	1.5%	139,950,025	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.2%	225,795,216,581	99.8%	23,952,486	0.0%	454,388,329	0.2%	Poll	F+A+AB
5	Y	Pass	No	For	0.2%	225,758,328,581	99.8%	23,811,486	0.0%	491,417,329	0.2%	Poll	F+A+AB
6	Y	Pass	No	For	0.2%	225,793,640,877	99.8%	337,379,490	0.1%	142,537,029	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.8%	224,431,023,505	99.2%	915,902,017	0.4%	926,631,874	0.4%	Poll	F+A+AB

#### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): CAT

#### **PARAMETERS**

Location(s): All Locations

Account Group(s): All Account Groups

Institution Account(s): CAT

Custodian Account(s): All Custodian Accounts

Additional Policy: None ADR Meetings: All Meetings Ballot Statuses: All Statuses Contrary Votes: All Votes Date Format: MM/DD/YYYY

Header Display: Repeat Headers for Any Meeting Split by Multiple Pages

Markets: All Markets

Meeting ID's: All Meeting ID's Meeting Types: All Meeting Types PoA Markets: All Markets

Proposal Proponents: All Proponents

Rationale: All Rationale

Recommendations: All Recommendations Record Date Markets: All Markets Shareblocking Markets: All Markets Sort Order: Meeting Date, Company Name Vote Instructions: All Instructions Voting Policies: All Policies

Zero (0) Share Ballots: Exclude 0 Share Ballots

Account Watchlist: None Country Watchlist: None Issuer Watchlist: None Proposal Code Watchlist: None

Proposal Code Watchlist - Agenda Output: Include Exact Matches Only



# Voting summary 2019

# LF RUFFER ABSOLUTE RETURN FUND



#### **Voting Statistics**

	Total	Percent
Votable Meetings	70	
Meetings Voted	70	100.00%
Votable Ballots	70	
Ballots Voted	70	100.00%

			Managemen	nt Proposals	Shareholder Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	925		895		30	
Proposals Voted	925	100.00%	895	100.00%	30	100.00%
FOR Votes	844	91.24%	825	92.18%	19	63.33%
AGAINST Votes	64	6.92%	52	5.81%	12	40.00%
ABSTAIN Votes	11	1.19%	11	1.23%	0	0.00%
WITHHOLD Votes	8	0.86%	8	0.89%	0	0.00%
Votes WITH Management	849	91.78%	829	92.63%	20	66.67%
Votes AGAINST Management	78	8.43%	67	7.49%	11	36.67%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

#### **Bank of China Ltd.**

Meeting Date: 01/04/2019 Primary Security ID: Y0698A107 Meeting ID: 1281738 Country: China Record Date: 12/04/2018 Meeting Type: Special Ticker: 3988 Primary CUSIP: Y0698A107 Primary ISIN: CNE1000001Z5 Primary SEDOL: B154564 Proxy Level: N/A Earliest Cutoff Date: 12/28/2018 **Shares Voted:** 49,838,000 Votable Shares: 49,838,000 Shares on Loan: 0 Shares Instructed: 49,838,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt	No								
1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

Blended Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

APPROVE RESOLUTIONS RELATING TO THE NON-PUBLIC ISSUANCE PLAN OF DOMESTIC PREFERENCE SHARES OF THE BANK

Mgmt No

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1	ApproveType of Securities to be Issued and Issue Size	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	-								
2.2	Approve Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
2.3	Approve Term	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.			, ,		•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.4	Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
2.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve it. terms and conditions of the preference shares.										
2.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve it terms and conditions of the preference shares.										
2.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_								
2.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	-		•						

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
2.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.15	Approve Use of Proceeds from the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		•						



Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.19	Approve the Application and Approval Procedures to be Completed for the Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
2.20	Approve Matters Relating to Authorization	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	APPROVE RESOLUTIONS RELATING TO THE NON-PUBLIC ISSUANCE PLAN OF OFFSHORE PREFERENCE SHARES OF THE BANK	Mgmt	No								
3.1	Approve Type of Securities to be Issued and Issue Size	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
3.2	Approve Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_		-						
3.3	Approve Term	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w. shares would strengthen the bank's capital base and impthe terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
3.4	Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impathe terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_		-						

Reporting Period: 01/01/2019 to 12/31/2019

## **Bank of China Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve i terms and conditions of the preference shares.	_	_								
3.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve iterms and conditions of the preference shares.	-	_		-						
3.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve i terms and conditions of the preference shares.	-	-								
3.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve i terms and conditions of the preference shares.	-	_		-						
3.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve iterms and conditions of the preference shares.										
3.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_								

Reporting Period: 01/01/2019 to 12/31/2019

## **Bank of China Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	-		-						
3.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	-		-						
3.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	-		-						
3.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	-		-						
3.15	Approve Use of Proceeds from the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
3.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and impthe terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	-		-						



## **Bank of China Ltd.**

Dalik	of Cillia Etd.										
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-				7				
3.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-		,				
3.19	Approve Application and Approval Procedures to be Completed for the Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_				,				
3.20	Approve Matters Relating to Authorization	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-				7				
4	Approve the Impact on Dilution of Current Returns and Remedial Measures Upon theIssuance of Preference Shares of the Bank	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-				7				
5	Approve Shareholder Return Plan in the Next Three Years (2018-2020)	Mgmt	Yes	For	For		For	For	No	No	No



## **Bank of China Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Elect Wu Fulin as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	ranted given ti	he absence o	of any known is	ssues concernir	ng the nominee	5				
	Blended Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.	d given the ab	sence of an	y known issues	concerning the	e nominees and	1				
7	Elect Lin Jingzhen as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	ranted given ti	he absence o	of any known is	ssues concernir	ng the nominee	5				
	Blended Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.	d given the ab	sence of an	y known issues	concerning the	e nominees and	1				

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	12/21/2018	arussell	12/21/2018	49,838,000	49,838,000
						Total Shares:	49,838,000	49,838,000

### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	8.6%	2,058,457,820,745	91.4%	19,057,553,824	8.5%	358,932,429	0.2%	Poll	F+A+AB
	N												
2.1	Y	Pass	No	For	0.1%	224,630,597,605	99.9%	36,618,471	0.0%	207,090,922	0.1%	Poll	F+A+AB
2.2	Υ	Pass	No	For	0.1%	224,630,602,606	99.9%	36,617,471	0.0%	207,086,921	0.1%	Poll	F+A+AB
2.3	Υ	Pass	No	For	0.1%	224,630,601,606	99.9%	36,618,471	0.0%	207,086,921	0.1%	Poll	F+A+AB
2.4	Υ	Pass	No	For	0.1%	224,630,600,502	99.9%	36,618,471	0.0%	207,088,025	0.1%	Poll	F+A+AB
2.5	Υ	Pass	No	For	0.1%	224,630,598,502	99.9%	36,620,471	0.0%	207,088,025	0.1%	Poll	F+A+AB
2.6	Υ	Pass	No	For	0.1%	224,630,603,807	99.9%	36,617,471	0.0%	207,085,720	0.1%	Poll	F+A+AB
2.7	Υ	Pass	No	For	0.1%	224,630,602,603	99.9%	36,615,471	0.0%	207,088,924	0.1%	Poll	F+A+AB
2.8	Υ	Pass	No	For	0.1%	224,630,593,498	99.9%	36,620,472	0.0%	207,093,028	0.1%	Poll	F+A+AB
2.9	Υ	Pass	No	For	0.1%	224,630,595,706	99.9%	36,618,471	0.0%	207,092,821	0.1%	Poll	F+A+AB
2.10	Υ	Pass	No	For	0.1%	224,630,594,602	99.9%	36,618,471	0.0%	207,093,925	0.1%	Poll	F+A+AB
2.11	Υ	Pass	No	For	0.1%	224,630,598,707	99.9%	36,617,471	0.0%	207,090,820	0.1%	Poll	F+A+AB



2.12 2.13 2.14 2.15 2.16 2.17 2.18 2.19	Y Y Y Y Y Y Y Y Y Y	Pass Pass Pass Pass Pass Pass Pass	No No No No No No No	For For For For For For	0.1% 0.1% 0.1% 0.1% 0.1% 0.1% 0.1%	224,630,597,706 224,630,597,506 224,630,595,402 224,640,421,506 224,630,597,402 224,630,598,506	99.9% 99.9% 99.9% 99.9%	36,618,471 36,617,471 36,620,695 36,618,591 36,619,591	0.0% 0.0% 0.0%	207,090,821 207,092,021 207,090,901 197,266,901	0.1% 0.1% 0.1% 0.1%	Poll Poll Poll	F+A+AB F+A+AB F+A+AB
2.14 2.15 2.16 2.17 2.18	Y Y Y Y Y Y	Pass Pass Pass Pass Pass	No No No No	For For For	0.1% 0.1% 0.1% 0.1%	224,630,595,402 224,640,421,506 224,630,597,402	99.9% 99.9% 99.9%	36,620,695 36,618,591	0.0%	207,090,901	0.1%	Poll	F+A+AB
2.15 2.16 2.17 2.18	Y Y Y Y	Pass Pass Pass Pass	No No No	For For	0.1% 0.1% 0.1%	224,640,421,506 224,630,597,402	99.9% 99.9%	36,618,591					
2.16 2.17 2.18	Y Y Y	Pass Pass Pass	No No	For For	0.1% 0.1%	224,630,597,402	99.9%		0.0%	197,266,901	0.1%	Poll	F+A+AB
2.17 2.18	Y Y Y	Pass Pass Pass	No No	For	0.1%			36,619,591					
2.18	Y Y	Pass Pass	No			224,630,598,506			0.0%	207,090,005	0.1%	Poll	F+A+AB
	Y	Pass		For	0.1%		99.9%	36,619,591	0.0%	207,088,901	0.1%	Poll	F+A+AB
2.19			No			224,630,596,506	99.9%	36,619,591	0.0%	207,090,901	0.1%	Poll	F+A+AB
	Υ			For	0.1%	224,630,600,402	99.9%	36,617,695	0.0%	207,088,901	0.1%	Poll	F+A+AB
2.20		Pass	No	For	0.1%	224,630,596,506	99.9%	36,618,591	0.0%	207,091,901	0.1%	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	0.1%	224,630,598,506	99.9%	36,618,471	0.0%	207,090,021	0.1%	Poll	F+A+AB
3.2	Υ	Pass	No	For	0.1%	224,630,597,402	99.9%	36,618,471	0.0%	207,091,125	0.1%	Poll	F+A+AB
3.3	Υ	Pass	No	For	0.1%	224,630,599,626	99.9%	36,618,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.4	Υ	Pass	No	For	0.1%	224,630,600,626	99.9%	36,617,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.5	Y	Pass	No	For	0.1%	224,630,600,626	99.9%	36,617,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.6	Υ	Pass	No	For	0.1%	224,631,571,522	99.9%	36,618,471	0.0%	206,117,005	0.1%	Poll	F+A+AB
3.7	Y	Pass	No	For	0.1%	224,631,572,626	99.9%	36,616,471	0.0%	206,117,901	0.1%	Poll	F+A+AB
3.8	Υ	Pass	No	For	0.1%	224,631,571,524	99.9%	36,619,573	0.0%	206,115,901	0.1%	Poll	F+A+AB
3.9	Υ	Pass	No	For	0.1%	224,631,571,506	99.9%	36,619,591	0.0%	206,115,901	0.1%	Poll	F+A+AB
3.10	Y	Pass	No	For	0.1%	224,631,571,603	99.9%	36,619,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.11	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,620,695	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.12	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,620,695	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.13	Υ	Pass	No	For	0.1%	224,631,573,707	99.9%	36,618,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.14	Υ	Pass	No	For	0.1%	224,631,572,707	99.9%	36,619,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.15	Υ	Pass	No	For	0.1%	224,641,394,707	99.9%	36,619,591	0.0%	196,292,700	0.1%	Poll	F+A+AB
3.16	Υ	Pass	No	For	0.1%	224,631,573,707	99.9%	36,618,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.17	Υ	Pass	No	For	0.1%	224,631,572,603	99.9%	36,618,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.18	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,619,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.19	Υ	Pass	No	For	0.1%	224,631,574,603	99.9%	36,615,471	0.0%	206,116,924	0.1%	Poll	F+A+AB
3.20	Υ	Pass	No	For	0.1%	224,631,573,827	99.9%	36,617,471	0.0%	206,115,700	0.1%	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
4	Υ	Pass	No	For	0.1%	224,631,554,505	99.9%	36,619,591	0.0%	206,132,902	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.1%	224,665,979,844	99.9%	19,916,253	0.0%	188,410,901	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	0.6%	223,596,678,136	99.4%	1,063,436,312	0.5%	214,192,550	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.6%	223,596,678,036	99.4%	1,063,436,312	0.5%	214,192,650	0.1%	Poll	F+A+AB

# **Ruffer Sicav - Emerging Markets Fund**

Meeting Date: 01/11/2019 Country: Luxembourg Primary Security ID: L7984E218 Meeting ID: 1286640

Record Date: 01/08/2019 Meeting Type: Annual Ticker: KBFK4Y.F

 Primary CUSIP: L7984E218
 Primary ISIN: LU0788206083
 Primary SEDOL: B8F4LW1
 Proxy Level: N/A

Earliest Cutoff Date: 01/04/2019 Shares Voted: 96,549 Votable Shares: 96,549 Shares on Loan: 0 Shares Instructed: 96,549

Total Ballots: 1 Voting Policy: ISS Additional Policy:

otal Ballo	, G. 1	roung roney 155					Addicionali	oney.				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Receive and Approve B Reports	oard's and Auditor's	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Financial State	ements	Mgmt	Yes	For	For		For	For	No	No	No
3.a	Approve Allocation of I	ncome	Mgmt	Yes	For	For		For	For	No	No	No
3.b	Approve Interim Divide	nds	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of D	Directors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-Elect Mary McBain, Boucher-Ferte, Jean Ga and Myles Marmion as	arbois, Alain Guerard	Mgmt	Yes	For	For		For	For	No	No	No
6	Renew Appointment of Auditor	Ernst and Young as	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Garbois and Alain Guer		Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
RARF, RAR	F	392452	Confirmed		arussell	12/19/2018	arussell	12/19/2018		96,549		96,54
								Total Shares	:	96,549		96,549

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

# **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Meeting Date: 01/11/2019Country: LuxembourgPrimary Security ID: L7984E226Meeting ID: 1287237

Record Date: 01/08/2019 Meeting Type: Annual Ticker: FTFKNV.F

 Primary CUSIP: L7984E226
 Primary ISIN: LU0788206679
 Primary SEDOL: B8F4LY3
 Proxy Level: N/A

Earliest Cutoff Date: 01/04/2019 Shares Voted: 296,569 Votable Shares: 296,569 Shares on Loan: 0 Shares Instructed: 296,569

otal Ballo	ots: 1	Voting Policy: ISS					Additional P	olicy:				
Proposal lumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1	Receive and Approve Bo Reports	pard's and Auditor's	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Financial State	ments	Mgmt	Yes	For	For		For	For	No	No	No
3.a	Approve Allocation of Ir	ncome	Mgmt	Yes	For	For		For	For	No	No	No
3.b	Approve Interim Divide	nds	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of D	irectors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-Elect Mary McBain, I Boucher-Ferte, Jean Ga and Myles Marmion as I	rbois, Alain Guerard	Mgmt	Yes	For	For		For	For	No	No	No
6	Renew Appointment of Auditor	Ernst and Young as	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Garbois and Alain Guera		Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares	;	Shares Voted
RARF, RAR	F	392452	Confirmed		arussell	12/20/2018	arussell	12/20/2018		296,570		296,569
								Total Shares	. ====	296,570		296,569

**Meeting Results** 

Outstanding Shares Voted: Results Available: Partial



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

# **Countryside Properties Plc**

Total Ballots: 1

Meeting Date: 01/24/2019 Record Date: 01/22/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID: G24556170 Ticker: CSP	Meeting ID: 1282767
Primary CUSIP: G24556170	Primary ISIN: GB00BYPHNG03	Primary SEDOL: BYPHNG0	Proxy Level: N/A

**Additional Policy:** 

Earliest Cutoff Date: 01/18/2019 Shares Voted: 6,966,883 Votable Shares: 6,966,883 Shares on Loan: 0 Shares Instructed: 6,966,883

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Michael Scott as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors	is warranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is wa	arranted as no sign	nificant cond	erns have bee	n identified.						
5	Re-elect David Howell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors	is warranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is wa	arranted as no sigi	nificant cond	erns have bee	n identified.						
6	Re-elect Ian Sutcliffe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors	is warranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is wa	arranted as no sigi	nificant cond	erns have bee	n identified.						
7	Re-elect Rebecca Worthington as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors										

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

Voting Policy: ISS

Reporting Period: 01/01/2019 to 12/31/2019

# **Countryside Properties Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
8	Re-elect Douglas Hurt as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR these Directors is	warranted as no	o significant	concerns hav	re been identifie	d.					
	Blended Rationale: A vote FOR	these Directors is warr	ranted as no sigi	nificant cond	erns have be	en identified.						
9	Re-elect Amanda Burton as D	irector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR these Directors is	warranted as no	o significant	concerns hav	e been identifie	d.					
	Blended Rationale: A vote FOR	these Directors is warr	ranted as no sigi	nificant cond	erns have be	en identified.						
10	Re-elect Baroness Sally Morga	n as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR these Directors is	warranted as no	o significant	concerns hav	e been identifie	d.					
	Blended Rationale: A vote FOR	these Directors is warr	ranted as no sigi	nificant cond	erns have be	en identified.						
11	Reappoint PricewaterhouseCo Auditors	opers LLP as	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise the Audit Committe Remuneration of Auditors	e to Fix	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise Issue of Equity with Rights	Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the pi	roposed amou	ınts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	and durations ar	e within					
14	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the pi	roposed amou	ınts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	and durations ar	e within					
15	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donatio Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Company to Cal Meeting with Two Weeks' Not		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
RARF, RAF	RF	392452	Confirmed		arussell	12/28/2018	arussell	12/28/2018		6,966,883		6,966,883
								Total Shares	:	6,966,883		6,966,883

### **Meeting Results**

Outstanding Shares Voted: 450,000,000 Results Available: Partial



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	394,481,741	100.0%	3,464	0.0%	272,997	N/A	Poll	F+A
2	Υ	Pass	No	For	1.0%	390,660,070	99.0%	4,095,736	1.0%	2,396	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	394,754,738	100.0%	3,464	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	394,187,117	99.9%	568,689	0.1%	2,396	N/A	Poll	F+A
5	Υ	Pass	No	For	0.2%	393,877,353	99.8%	878,453	0.2%	2,396	N/A	Poll	F+A
6	Y	Pass	No	For	0.1%	394,218,406	99.9%	537,400	0.1%	2,396	N/A	Poll	F+A
7	Y	Pass	No	For	0.1%	394,218,619	99.9%	537,187	0.1%	2,396	N/A	Poll	F+A
8	Y	Pass	No	For	0.2%	393,902,232	99.8%	853,574	0.2%	2,396	N/A	Poll	F+A
9	Y	Pass	No	For	0.4%	393,224,775	99.6%	1,531,031	0.4%	2,396	N/A	Poll	F+A
10	Y	Pass	No	For	0.2%	393,901,193	99.8%	854,613	0.2%	2,396	N/A	Poll	F+A
11	Y	Pass	No	For	17.7%	324,855,026	82.3%	69,901,002	17.7%	2,174	N/A	Poll	F+A
12	Y	Pass	No	For	0.3%	393,668,751	99.7%	1,089,277	0.3%	174	N/A	Poll	F+A
13	Υ	Pass	No	For	1.4%	389,311,760	98.6%	5,444,268	1.4%	2,174	N/A	Poll	F+A
14	Y	Pass	No	For	0.0%	394,750,029	100.0%	5,999	0.0%	2,174	N/A	Poll	F+A
15	Y	Pass	No	For	0.6%	392,456,027	99.4%	2,272,553	0.6%	29,622	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	393,601,684	99.7%	1,154,844	0.3%	1,674	N/A	Poll	F+A
17	Y	Pass	No	For	1.3%	389,631,069	98.7%	5,127,133	1.3%	0	N/A	Poll	F+A

## **Royal Bank of Scotland Group Plc**

Meeting Date: 02/06/2019 Country: United Kingdom Primary Security ID: G7S86Z172 Meeting ID: 1291287 **Record Date:** 02/04/2019 Meeting Type: Special Ticker: RBS Primary CUSIP: G7S86Z172 Primary ISIN: GB00B7T77214 Primary SEDOL: B7T7721 Proxy Level: N/A Earliest Cutoff Date: 01/31/2019 **Shares Voted:** 13,785,000 Votable Shares: 13,785,000  $\textbf{Shares on Loan:}\ 0$ Shares Instructed: 13,785,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Vote Against Against Against Votable Additional Voting Vote Proposal **Proposal Text** ISS Rec **Policy Rec Policy Rec** Number Proponent Proposal **Mgmt Rec** Instruction Mgmt Policy ISS Authorise Off-Market Purchase of Ordinary Yes For For No 1 Mgmt For For No No **Ballot Details Institutional Account Detail** Approver (IA Name, IA Number) **Account Number Ballot Status** Name Instructed Name Approved **Votable Shares Shares Voted** RARF, RARF 392452 Confirmed 01/25/2019 01/25/2019 13,785,000 13,785,000 arussell arussell Total Shares: 13,785,000 13,785,000



### **Royal Bank of Scotland Group Plc**

#### **Meeting Results**

Outstanding Shares Voted: 48,198,298,196

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.3%	13,973,786,736	98.7%	183,888,196	1.3%	3,185,676	N/A	Poll	F+A

### **Ensco Plc**

Primary Security ID: G3157S106 Meeting Date: 02/21/2019 Country: United Kingdom Meeting ID: 1286047

**Record Date:** 12/10/2018 Meeting Type: Special Ticker: ESV

Primary CUSIP: G3157S106 Primary ISIN: GB00B4VLR192 Primary SEDOL: B4VLR19 Proxy Level: N/A

Earliest Cutoff Date: 02/20/2019 **Shares Voted:** 1,653,400 Votable Shares: 1,653,400  $\textbf{Shares on Loan:}\ 0$ Shares Instructed: 1,653,400

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition of Rowan Companies plc	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Reverse Stock Split	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorize Issue of Equity with Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s warranted be	cause the pi	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is wa recommended limits.	rranted because	e the propos	sed amounts ar	nd durations ar	e within					
4	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	For		For	For	No	No	No
5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is wa recommended limits.	rranted because	e the propos	sed amounts ar	nd durations ar	e within					
6	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s warranted be	cause the pi	roposed amour	nts and duration	ns are within					

Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	000392452	Confirmed	Auto-Instructed	02/05/2019	Auto-Approved	02/05/2019	1,653,400	1,653,400



### **Ensco Plc**

Total Shares: 1,653,400 1,653,400

1eeting	Resu	lts
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Outstanding Shares Voted: 437,239,125

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.7%	311,532,723	99.3%	1,677,645	0.5%	430,593	0.1%	Proxy	F+A+AB
2	Y	Pass	No	For	1.2%	309,439,628	98.8%	3,761,860	1.2%	439,473	N/A	Proxy	F+A
3	Υ	Pass	No	For	21.0%	246,888,897	79.0%	65,452,110	21.0%	1,299,954	N/A	Proxy	F+A
4	Υ	Pass	No	For	21.7%	236,041,786	78.3%	65,534,701	21.7%	12,064,474	N/A	Proxy	F+A
5	Υ	Pass	No	For	14.2%	267,685,178	85.8%	44,436,317	14.2%	1,519,466	N/A	Proxy	F+A
6	Υ	Pass	No	For	14.2%	267,730,554	85.8%	44,381,225	14.2%	1,529,182	N/A	Proxy	F+A

# The Walt Disney Co.

**Meeting Date:** 03/07/2019

Country: USA

try: USA

Primary Security ID: 254687106

Meeting ID: 1290417

**Record Date:** 01/07/2019

2019 **Meeting Type:** Annual

Ticker: DIS

Proxy Level: 3

Primary CUSIP: 254687106

Earliest Cutoff Date: 03/06/2019

**Primary ISIN:** US2546871060 **Shares Voted:** 1,192,396

Votable Shares: 1,192,396

Shares Instructed: 1,192,396

Total Ballots: 1

Voting Policy: ISS

Additional I

Primary SEDOL: 2270726

Additional Policy:

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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Susan E. Arnold	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1c	Elect Director Safra A. Catz	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1d	Elect Director Francis A. deSouza	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1e	Elect Director Michael Froman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director Robert A. Iger	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Maria Elena Lagomasino	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Mark G. Parker	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Derica W. Rice	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this proposal is million equity grant to improve the performance criteria not retain performance criteria. In addition, there are or programs, particularly on the heels of such a large speci increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	for the award, ngoing concern ial grant. Iger er grow once	the commins regarding is annual column the Twenty	ittee did not ac the structure mpensation, ex First Century i	Idress the portion and magnitude accluding the spector of the spec	on which does of annual pay ecial award, ees. Moreover,					
	Blended Rationale: A vote AGAINST this proposal is war, equity grant to improve the performance criteria for the retain performance criteria. In addition, there are ongoin programs, particularly on the heels of such a large specincreased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	award, the cong concerns re al grant. Iger ar grow once	ommittee did egarding the is annual col the Twenty	d not address t structure and inpensation, ex First Century i	he portion whice magnitude of a scluding the spe Fox merger clos	th does not annual pay acial award, aces. Moreover,					
4	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is wan policies and oversight mechanisms, along with its trade better assess the risks and benefits associated with the	association m	emberships	and payments,	would help sha	-					
	Blended Rationale: A vote FOR this proposal is warrante and oversight mechanisms, along with its trade associated the risks and benefits associated with the company's pa	ion membersh	ips and pay	ments, would		•	es				

the risks and benefits associated with the company's participation in the public policy process.



# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Assess Feasibility of Cyber Security and Data Privacy as a Performance Measure for Senior Executive Compensation	SH	Yes	Against	For		For	For	Yes	No	No

Voting Policy Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

Blended Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	000392452	Confirmed	rpestana	03/04/2019	rpestana	03/04/2019	1,192,396	1,192,396
						Total Shares:	1,192,396	1,192,396

#### **Meeting Results**

Outstanding Shares Voted: 1,490,678,790

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base	
1a	Υ	Pass	No	For	1.8%	1,016,313,167	98.2%	18,633,480	1.8%	3,126,203	N/A	Proxy	F+A	
1b	Υ	Pass	No	For	2.7%	1,006,640,393	97.3%	28,366,727	2.7%	3,065,730	N/A	Proxy	F+A	
1c	Υ	Pass	No	For	0.7%	1,028,217,392	99.3%	7,222,047	0.7%	2,633,411	N/A	Proxy	F+A	
1d	Υ	Pass	No	For	0.7%	1,028,337,615	99.3%	7,049,964	0.7%	2,685,271	N/A	Proxy	F+A	
1e	Υ	Pass	No	For	0.4%	1,031,435,603	99.6%	3,860,635	0.4%	2,776,612	N/A	Proxy	F+A	
1f	Υ	Pass	No	For	3.9%	991,819,385	96.1%	40,139,038	3.9%	6,114,427	N/A	Proxy	F+A	
1g	Υ	Pass	No	For	5.9%	974,158,105	94.1%	61,365,802	5.9%	2,548,943	N/A	Proxy	F+A	
1h	Υ	Pass	No	For	0.4%	1,031,270,156	99.6%	4,083,759	0.4%	2,718,935	N/A	Proxy	F+A	
1i	Υ	Pass	No	For	0.4%	1,031,490,074	99.6%	3,900,886	0.4%	2,681,890	N/A	Proxy	F+A	
2	Υ	Pass	No	For	3.2%	1,261,784,032	96.8%	38,433,719	2.9%	3,404,409	0.3%	Proxy	F+A+AB	
3	Υ	Pass	No	For	43.4%	587,626,800	56.6%	413,891,585	39.9%	36,554,465	3.5%	Proxy	F+A+AB	
4	Υ	Fail	No	Against	39.8%	404,451,360	39.0%	625,294,989	60.2%	8,326,501	0.8%	Proxy	F+A+AB	
5	Υ	Fail	No	Against	27.5%	275,073,381	26.5%	752,564,941	72.5%	10,434,528	1.0%	Proxy	F+A+AB	

Reporting Period: 01/01/2019 to 12/31/2019

## **Commercial Bank of Ceylon Ltd.**

Meeting Date: 03/28/2019 Country: Sri Lanka Primary Security ID: Y16904107 Meeting ID: 1272597

Record Date: Meeting Type: Annual Ticker: COMB.N0000

 Primary CUSIP: Y16904107
 Primary ISIN: LK0053N00005
 Primary SEDOL: 6161321
 Proxy Level: N/A

Earliest Cutoff Date: 03/22/2019 Shares Voted: 16,625,393 Votable Shares: 16,625,393 Shares on Loan: 0 Shares Instructed: 16,625,393

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions	s is warranted be	cause these	are routine di	vidend proposa	als.					
	Blended Rationale: A vote FOR these resolutions is w	varranted because	e these are	routine divider	nd proposals.						
2.2	Approve Waiver of Preemptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions	s is warranted be	cause these	are routine di	vidend proposa	als.					
	Blended Rationale: A vote FOR these resolutions is w	varranted because	e these are i	routine divider	nd proposals.						
2.3	Approve Issuance of Shares as Stock Dividend	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions	s is warranted be	cause these	are routine di	vidend proposa	als.					
	Blended Rationale: A vote FOR these resolutions is w	varranted because	e these are	routine divider	nd proposals.						
3.1	Reelect K. G. D. D. Dheerasingheas Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.	varranted given t	he absence	of any known	issues concern	ing the nomine	es				
	Blended Rationale: A vote FOR all nominees is warrathe company's board and committee dynamics.	nted given the al	bsence of ar	ny known issue	es concerning t	he nominees ar	nd				
3.2	Reelect A. K. W. Jayawardane as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is v and the company's board and committee dynamics.	varranted given t	he absence	of any known	issues concern	ing the nomine	es				
	Blended Rationale: A vote FOR all nominees is warrathe company's board and committee dynamics.	nted given the al	bsence of an	ny known issue	es concerning to	he nominees ar	nd				
3.3	Elect S. C. U. Manatunge as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.	varranted given t	he absence	of any known	issues concern	ing the nomine	es				
	Blended Rationale: A vote FOR all nominees is warrathe company's board and committee dynamics.	nted given the al	bsence of ar	ny known issue	es concerning t	he nominees ar	nd				
4.1	Reappoint Ernst and Young as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals firm, its remuneration, and the way the audit was co	-	n the absen	nce of any knoi	wn issues conc	erning the audi	t				
	Blended Rationale: A vote FOR these proposals is wa its remuneration, and the way the audit was conduct	_	e absence oi	f any known is	sues concernin	ng the audit firm	1,				



# **Commercial Bank of Ceylon Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4.2	Authorize Board to Fix Remuneration of the Auditors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is firm, its remuneration, and the way the audit was con										
	Blended Rationale: A vote FOR these proposals is war its remuneration, and the way the audit was conducted										
5	Approve Charitable Donations	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this resolution donation.										

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	rpestana	03/19/2019	rpestana	03/19/2019	16,625,393	16,625,393
						Total Shares:	16,625,393	16,625,393

Blended Rationale: A vote AGAINST this resolution is warranted given the lack of further information on the proposed donation.

#### **Meeting Results**

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

Reporting Period: 01/01/2019 to 12/31/2019

### **Commercial Bank of Ceylon Ltd.**

Meeting Date: 03/28/2019 Country: Sri Lanka Primary Security ID: Y16904107 Meeting ID: 1302790

Record Date: Meeting Type: Special Ticker: COMB.N0000

 Primary CUSIP:
 Y16904107
 Primary ISIN:
 LK0053N00005
 Primary SEDOL:
 6161321
 Proxy Level:
 N/A

Earliest Cutoff Date: 03/22/2019 Shares Voted: 16,625,393 Votable Shares: 16,625,393 Shares on Loan: 0 Shares Instructed: 16,625,393

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1 Ballot D	Approve Issuance of Basel III Compliant, Tier II, Listed, Rated, Unsecured, Subordinated, Redeemable Debentures with a 5 Year Non-Viability Conversion	Mgmt	Yes	For	For		For	For	No	No	No

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	rpestana	03/19/2019	rpestana	03/19/2019	16,625,393	16,625,393
						Total Shares:	16,625,393	16,625,393

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

### **Hatton National Bank Plc**

Meeting Date: 03/29/2019 Country: Sri Lanka Primary Security ID: Y31147104 Meeting ID: 1270128

Record Date: Meeting Type: Annual Ticker: HNB.N0000

 Primary CUSIP: Y31147104
 Primary ISIN: LK0078N00002
 Primary SEDOL: 6406970
 Proxy Level: N/A

Earliest Cutoff Date: 03/25/2019 Shares Voted: 4,175,684 Votable Shares: 4,175,684 Shares on Loan: 0 Shares Instructed: 4,175,684

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
1	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.

Blended Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal.



## **Hatton National Bank Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Declare Dividend and Approve Method of Satisfaction	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this resolution is wa	rranted becau	se this is a i	routine divider	nd proposal.						
	Blended Rationale: A vote FOR this resolution is warrant	ed because th	is is a routir	ne dividend pro	oposal.						
1.2	Approve Issuance of Shares as Stock Dividend	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this resolution is wa	rranted becau	se this is a i	routine divider	nd proposal.						
	Blended Rationale: A vote FOR this resolution is warrant	ed because th	is is a routir	ne dividend pro	oposal.						
2	Reelect Lokuwithanage Rohan Karunaratne as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warrand the company's board and committee dynamics.	anted given tl	he absence (	of any known i	issues concerni	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.										
3	Reelect Rusi Sohli Captain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	anted given tl	he absence o	of any known i	issues concerni	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the ab	sence of an	y known issue.	s concerning th	ne nominees and	d				
4	Reelect Appu Hennadige Don Anthony Nilanth de Silva as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	anted given ti	he absence o	of any known i	issues concerni	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the ab	sence of an	y known issue.	s concerning th	ne nominees and	d				
5	Reelect Lintotage Udaya Damien Fernando as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	anted given ti	he absence o	of any known i	issues concerni	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the ab	sence of an	y known issue	s concerning th	ne nominees and	d				
6	Reelect Wanniarachchi Mudiyanselage Madura Duminda Ratnayake as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	anted given ti	he absence o	of any known i	issues concerni	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the ab	sence of an	y known issue	s concerning th	ne nominees and	d				
7	Approve Ernst & Young as Auditors and Authorize Board to Fix their Remuneration	Mgmt	Yes	For	For		For	For	No	No	No
8	Approve Charitable Donations	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this resolution donation.										

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Blended Rationale: A vote AGAINST this resolution is warranted given the lack of further information on the proposed donation.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Hatton National Bank Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
9.1	Amend Article 34(ii) and (iii) of Bylaws	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is	warranted.									
Blended Rationale: A vote FOR these resolutions is warranted.											
9.2	Amend Article 43(i)(a) of Bylaws	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is	warranted.									
	Blended Rationale: A vote FOR these resolutions is warra	anted.									
Ballot Details											

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452 Confirmed		rpestana	03/19/2019	rpestana	03/19/2019	4,175,684	4,175,684
						Total Shares:	4,175,684	4,175,684

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
1.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
8	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
9.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
9.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

Reporting Period: 01/01/2019 to 12/31/2019

### **Hatton National Bank Plc**

Meeting Date: 03/29/2019 Country: Sri Lanka Primary Security ID: Y31147104 Meeting ID: 1302650

Ticker: HNB.N0000 **Record Date:** Meeting Type: Special

Primary CUSIP: Y31147104 Primary ISIN: LK0078N00002 Primary SEDOL: 6406970 Proxy Level: N/A

Earliest Cutoff Date: 03/25/2019 **Shares Voted:** 4,175,684 Votable Shares: 4,175,684 Shares Instructed: 4,175,684 Shares on Loan: 0

Total Ballo	ots: 1	Voting Policy: ISS					Additional P	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	II, Listed, Rated, Unsec	•			For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	5	Shares Voted
RARF, RAR	F	392452	Confirmed		rpestana	03/22/2019	rpestana	03/22/2019		4,175,684		4,175,684
								Total Shares		4,175,684		4,175,684

#### **Meeting Results**

**Outstanding Shares Voted:** Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

# Goldcorp, Inc.

Meeting Date: 04/04/2019 Country: Canada Primary Security ID: 380956409 Meeting ID: 1292687

Ticker: G Record Date: 02/22/2019 Meeting Type: Special

Primary CUSIP: 380956409 Primary ISIN: CA3809564097 Primary SEDOL: 2676302 Proxy Level: 5

**Shares Voted:** 3,831,970 Earliest Cutoff Date: 04/01/2019 Votable Shares: 3,831,970 Shares on Loan: 0 Shares Instructed: 3,831,970

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Vote Vote Vote

Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
Approve Acquisition by Newmor Corporation	t Mining	Mgmt	Yes	For	For		For	For	No	No	No
etails											
	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted
F	000392452	Confirmed		rpestana	03/29/2019	rpestana	03/29/2019		3,831,970		3,831,970
							Total Shares		3,831,970		3,831,970
	Approve Acquisition by Newmon	Approve Acquisition by Newmont Mining Corporation  etails nal Account Detail , IA Number)  Custodian Account Number	Approve Acquisition by Newmont Mining Mgmt Corporation  etails nal Account Detail Custodian to IA Number Ballot State	Approve Acquisition by Newmont Mining Corporation  etails nal Account Detail to IA Number)  Proponent Proposal  Mgmt Yes  Custodian Account Number Ballot Status	Approve Acquisition by Newmont Mining Corporation  etails nal Account Detail Account Number Account Number Account Number Account Proposat  Mgmt Yes For  Instructor Name	Approve Acquisition by Newmont Mining Corporation  etails nal Account Detail A Number)  Proponent Proposal Mgmt Rec ISS Rec  Mgmt Yes For For  For  Instructor Name Instructed	Approve Acquisition by Newmont Mining Corporation  Proposet  Mgmt Rec ISS Rec Policy Rec  Proposet  Approve Acquisition by Newmont Mining Corporation  Proposet  Mgmt Yes For For  For  For  Approver  Account Detail Account Detail Account Number  Ballot Status  Instructor Name  Approver  Name  Approver  Name	Approve Acquisition by Newmont Mining Approve Acquisition by Newmont Mining Corporation  Corporation  Custodian Account Number Ballot Status  For Por For For For For For For For For For F	Proposal Text  Proposal Mgmt Rec ISS Rec Policy Rec Instruction  Approve Acquisition by Newmont Mining Approve Acquisition by Newmont Mining Corporation  Proposal Mgmt Rec ISS Rec Policy Rec Instruction  For For  For  For  For  For  For  For	Approve Acquisition by Newmont Mining Approve Acquisition by Newmont Mining Corporation  Mgmt Yes For For For For For No  Retails  nal Account Detail Account Number Ballot Status For Rame 000392452 Confirmed For For For For No  3,831,970	Proposal Text  Proposal Mgmt Rec ISS Rec Policy Rec Instruction Mgmt Policy  Approve Acquisition by Newmont Mining Approve Acquisition by Newmont Mining Corporation  Proposal Mgmt Rec ISS Rec Policy Rec Instruction Mgmt Policy  For For No No No Retails  Instructor Date Approver Date Approver Account Number Ballot Status Name Instructed Name Approver Approved Votable Shares  For For No No No Retails  Instructor Name Name Name Approver Name Approved Name Approved Name Approved Name Name Name Name Name Name Name Name



### Goldcorp, Inc.

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	2.9%	518,021,144	97.1%	15,471,576	2.9%	N/A	N/A	Proxy	F+A

## **Celgene Corporation**

**Meeting Date:** 04/12/2019

Country: USA

Primary Security ID: 151020104

Meeting ID: 1298112

Record Date: 03/01/2019

Meeting Type: Special

Ticker: CELG

Proxy Level: 5

**Primary CUSIP:** 151020104

Primary ISIN: US1510201049

Primary SEDOL: 2182348

Earliest Cutoff Date: 04/11/2019

Shares Voted: 570,895

Votable Shares: 570,895

Shares on Loan: 0

Shares Instructed: 570,895

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Merger Agreement	Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

Blended Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	, RARF 000392452 Confirmed		rpestana	04/03/2019	rpestana	04/03/2019	570,895	570,895
						Total Shares:	570,895	570,895

#### **Meeting Results**

Outstanding Shares Voted: 702,450,444

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.6%	494,440,887	70.4%	10,074,889	1.4%	1,431,270	0.2%	Proxy	Capital Represented
2	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Proxy	F+A+AB
3	Υ	Fail	No	For	62.2%	183,816,760	37.8%	302,677,427	62.2%	19,452,859	N/A	Proxy	F+A



### Vivendi SA

Meeting Date: 04/15/2019 Primary Security ID: F97982106 Meeting ID: 1299082 Country: France Record Date: 04/10/2019 Meeting Type: Annual/Special Ticker: VIV Primary CUSIP: F97982106 Primary ISIN: FR0000127771 Primary SEDOL: 4834777 Proxy Level: N/A Votable Shares: 3,811,854 Shares on Loan: 0 Earliest Cutoff Date: 04/08/2019 Shares Voted: 3.811.854 Shares Instructed: 3,811,854 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Against Votable Additional Voting Vote **Against** Against ISS Rec Mgmt Number Proposal Text Proponent Proposal **Mamt Rec** Policy Rec **Policy Rec** Instruction ISS Policy **Ordinary Business** Mgmt No 1 Approve Financial Statements and Statutory Mgmt Yes For For For For No Nο No Reports Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and Approve Consolidated Financial Statements Mamt For For For For No No No and Statutory Reports Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. 3 Approve Auditors' Special Report on Mgmt Yes For Against Against No Yes Yes For Related-Party Transactions Mentioning the Absence of New Transactions Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to: \* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised: \* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemes Votes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20). Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to: \* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20). Approve Allocation of Income and Dividends Mgmt Yes For For For For No No No of EUR 0.50 per Share



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
5	Approve Compensation of Vincent Bollore, Chairman of the Supervisory Board Until April 19, 2018	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Compensation of Yannick Bollore, Chairman of the Supervisory Board Since April 19, 2018	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.

Blended Rationale: A vote AGAINST this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.



#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
7	Approve Compensation of Arnaud de	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the vear under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Management Board Member

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
8	Approve Compensation of Gilles Alix,	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes	

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Bailliencourt, Management Board Member

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
9	Approve Compensation of Cedric de	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Management Board Member

#### Vivendi SA

	Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
•	10	Approve Compensation of Frederic Crepin,	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Reporting Period: 01/01/2019 to 12/31/2019

Management Board Member

#### Vivendi SA

Propo Numi		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
11	Approve Compensation of Simon Gillham,	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Management Board Member

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
12	Approve Compensation of Herve Philippe,	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

No

For

Yes

Yes

Reporting Period: 01/01/2019 to 12/31/2019

Management Board Member

### Vivendi SA

14

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
13	Approve Compensation of Stephane Roussel,	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Blended Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Approve Remuneration Policy for Supervisory Mgmt Yes For Against Against Board Members and Chairman

Voting Policy Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Blended Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

For

Nο

Yes

Yes

Reporting Period: 01/01/2019 to 12/31/2019

the Management Board

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
15	Approve Remuneration Policy for Chairman of	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

16 Approve Remuneration Policy for Mgmt Yes For Against Against Management Board Members

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Agains ISS
17	Approve Conditional Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No
18	Voting Policy Rationale: Item 3: Auditors' special repo- includes a consulting services agreement providing ad- qualified as an executive during part of FY18. There is determination of his remuneration for these services. executive are not in line with shareholders' interest du- remuneration; and* Delport's membership on Vivendi de PuyfontaineA vote FOR the severance agreement is raised:* Triggering events do not exclude the case of for support is that:* The other features of the amenda pension schemesVotes FOR these additional pension s of these schemes are not deemed problematic. Howev of Alix and De Bailliencourt, their additional pension s	Iditional remunes a lack of disclo. In addition, the ue to:* An overa is remuneration in favor of De Puanon-renewal ced agreement auschemes in favor given the sea	ration to Do sure regardi terms and c till lack of tra committee lyfontaine is of the mana re in line wit r of the new rious concer	ominique Delpo ting his choice conditions of h ansparency reg Item 17: Seve. s warranted alt gement chairn th market stan v executives ar rns raised rega	ort, a supervise as the service is overall remu- larding the det arance agreeme though the follo han mandate. I dards. Items 16 e warranted bo ording the remu-	ory board membory board memborneration as termination of his ent with Arnaud towing concern is The main reason 8-24: Additional ecause the termineration policie	5				
	Blended Rationale: Item 3: Auditors' special reportA v. a consulting services agreement providing additional r qualified as an executive during part of FY18. There is determination of his remuneration for these services. Executive are not in line with shareholders' interest du remuneration; and* Delport's membership on Vivendi de PuyfontaineA vote FOR the severance agreement is raised:* Triggering events do not exclude the case of for support is that:* The other features of the amenda pension schemesVotes FOR these additional pension of these schemes are not deemed problematic. However of Alix and De Bailliencourt, their additional pension schemesVotes FOR these schemes are not deemed problematic.	remuneration to a a lack of disclo. In addition, the ue to:* An overa 's remuneration in favor of De Pu a non-renewal of ed agreement al achemes in favol er, given the se	Dominique sure regardi terms and confil lack of tracommittee syfontaine is of the manage in line with of the new trious concer	Delport, a sup ting his choice conditions of h ansparency reg Item 17: Seve. s warranted alt gement chairn th market stan v executives ar rns raised rega	ervisory board as the service is overall remu arding the det rance agreeme hough the foll nan mandate. I dards.Items 1 de warranted bu rding the rem	I member provider and the uneration as termination of hi. ent with Arnaud owing concern is The main reason 8-24: Additional ecause the term: uneration policie	5	For	No	No	No
	Agreement with Arnaud de Puyfontaine, Chairman of the Management Board  Voting Policy Rationale: Item 3: Auditors' special repoincludes a consulting services agreement providing adqualified as an executive during part of FY18. There is determination of his remuneration for these services. Executive are not in line with shareholders' interest duremuneration; and* Delport's membership on Vivendida Buyfontaina August FOR the severance agreement in	Iditional remune. s a lack of disclo. In addition, the ue to:* An overa 's remuneration	ration to Do sure regardi terms and c Il lack of tra committee.	ominique Delpo ling his choice conditions of h ansparency reg Item 17: Seve	ort, a superviso as the service is overall remu arding the det rance agreeme	ory board membe provider and the uneration as termination of hi ent with Arnaud	5				

de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

**Board Member** 

**ISS** 

No

No

No

Reporting Period: 01/01/2019 to 12/31/2019

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
19	Approve Additional Pension Scheme	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemes Votes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemes Votes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

Approve Additional Pension Scheme Agreement with Cedric de Bailliencourt, Management Board Member

20

Mgmt Yes For For For For

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemes Votes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

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### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
21	Approve Additional Pension Scheme Agreement with Frederic Crepin, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special report includes a consulting services agreement providing addinational qualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. However of Alix and De Bailliencourt, their additional pension sciences.	ditional remune a lack of disclo in addition, the e to:* An overa is remuneration if favor of De Po in non-renewal if a digreement a chemes in favo ir, given the se	eration to Do osure regarda terms and c all lack of tra committee uyfontaine is of the mana tre in line wit or of the new erious concer	minique Delpi ing his choice conditions of h insparency reg Item 17: Seve warranted all gement chairn th market star vexecutives ar rns raised rega	ort, a supervisors the service as the service as overall remunarding the determined the following the following the service warranted by arding the removers.	ory board memb provider and the uneration as termination of hi ent with Arnaud owing concern is The main reason 8-24: Additional ecause the term uneration policie	e s s				
	Blended Rationale: Item 3: Auditors' special reportA vo a consulting services agreement providing additional re qualified as an executive during part of FY18. There is determination of his remuneration for these services. In executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amende pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. Howeve of Alix and De Bailliencourt, their additional pension sci	emuneration to a lack of disclo in addition, the e to:* An overa is remuneration of favor of De Po in non-renewal d agreement a chemes in favo er, given the se	Dominique pur proposition of the manager of the manager of the manager of the new prious concert of the control of the manager of the new prious concert	Delport, a sup- ping his choice conditions of h insparency reg Item 17: Seve warranted ali gement chairn th market stan wexecutives ar ms raised rega	nervisory board as the service his overall remu parding the det trance agreeme though the foll man mandate. T adards. Items 1 he warranted boarding the remo	I member provider and the uneration as termination of hi ent with Arnaud owing concern is The main reason 8-24: Additional ecause the term uneration policie	e e e				
22	Approve Additional Pension Scheme Agreement with Simon Gillham, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special report includes a consulting services agreement providing add qualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. However of Alix and De Bailliencourt, their additional pension scients.	ditional remune a lack of disclo in addition, the e to:* An overa s remuneration favor of De Po a non-renewal d agreement a chemes in favo er, given the se	eration to Do osure regarda terms and c all lack of tra committee uyfontaine is of the mana are in line wit or of the new erious concer	minique Delpi ing his choice conditions of h insparency reg Item 17: Seve warranted ali gement chairn th market stan v executives ar ms raised rega	ort, a supervisors as the service as the service as overall remunarding the determine and the following the following the mandate. The warranted boarding the remains the remains and the remains the remains the service warranted boarding the remains the service warranted boarding the remains the service warranted boarding the remains the remains the remains the service warranted boarding the remains the remains the service as the service warranted boarding the remains the service warranted boarding the service warranted warranted warranted boarding the service warranted boarding the service warranted boarding the service warranted warranted warranted warranted boarding the service warranted	ory board memb provider and the uneration as termination of hi ent with Arnaud owing concern is The main reason 8-24: Additional ecause the term uneration policie	e s s				

Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemes Votes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

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### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
23	Approve Additional Pension Scheme Agreement with Herve Philippe, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special reincludes a consulting services agreement providing qualified as an executive during part of FY18. Then determination of his remuneration for these service executive are not in line with shareholders' interest remuneration; and* Delport's membership on Viver de PuyfontaineA vote FOR the severance agreementaised:* Triggering events do not exclude the case for support is that:* The other features of the amen pension schemesVotes FOR these additional pension of these schemes are not deemed problematic. How of Alix and De Bailliencourt, their additional pension	additional remune is a lack of discles. In addition, the due to:* An overadi's remuneration it in favor of De P of a non-renewal anded agreement an schemes in favor ever, given the se	eration to Do osure regard e terms and d all lack of tra n committee. Tuyfontaine is of the mana are in line wi or of the new erious concei	ominique Delpi ling his choice conditions of l' ansparency reg Item 17: Seve s warranted al agement chairn th market star v executives ar rns raised rega	ort, a supervison as the service as the service and overall remunder and the determined and the following the following the service warranted by arding the removers.	ory board memb provider and the uneration as termination of he ent with Arnaud lowing concern is The main reason 8-24: Additional ecause the term uneration policie	e is s o				
	Blended Rationale: Item 3: Auditors' special reports a consulting services agreement providing additional qualified as an executive during part of FY18. There determination of his remuneration for these service executive are not in line with shareholders' interest remuneration; and* Delport's membership on Viver de PuyfontaineA vote FOR the severance agreement raised:* Triggering events do not exclude the case for support is that:* The other features of the amen pension schemesVotes FOR these additional pension of these schemes are not deemed problematic. How of Alix and De Bailliencourt, their additional pension	al remuneration to e is a lack of discle is. In addition, the due to:* An over- ndi's remuneration at in favor of De P of a non-renewal anded agreement a in schemes in favo rever, given the se	o Dominique osure regard e terms and o all lack of tra n committee. Tuyfontaine is of the mana are in line wi or of the new erious concei	Delport, a sup ling his choice conditions of h ansparency reg Item 17: Seve a warranted al agement chain th market star of executives ar arns raised rega	pervisory board as the service his overall remu garding the deterance agreeme though the follow man mandate. I andards.Items 1 are warranted boarding the remo	I member provider and the uneration as termination of he ent with Arnaud lowing concern is The main reason 8-24: Additional ecause the term uneration policie	e is s				
24	Approve Additional Pension Scheme Agreement with Stephane Roussel, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special reincludes a consulting services agreement providing qualified as an executive during part of FY18. Then determination of his remuneration for these service executive are not in line with shareholders' interest remuneration; and* Delport's membership on Viver de PuyfontaineA vote FOR the severance agreementaised:* Triggering events do not exclude the case for support is that:* The other features of the american schemes/otes FOR these additional pension of these schemes are not de their additional pensions.	additional remune is a lack of discles. In addition, the due to:* An overadi's remuneration it in favor of De P of a non-renewal anded agreement an schemes in favor ever, given the se	eration to Do osure regard e terms and d all lack of tra n committee. Tuyfontaine is of the mana are in line wi or of the new erious concer	ominique Delpi ling his choice conditions of I ansparency reg Item 17: Seve s warranted al agement chairn th market star v executives ar rns raised rega	ort, a supervison as the service as the service and overall remunder and the determined and the following the following the service warranted by arding the remover as the service warranted by a serv	ory board memb provider and th uneration as termination of h ent with Arnaud lowing concern i. The main reason 8-24: Additional ecause the term uneration policie	e is s				

Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemes Votes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).

of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



## **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
25	Elect Cyrille Bollore as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 45.5 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 55.6 percent vs 50 percent recommended) and the absence of specific concerns about these nominees (Items 25 and 26).										
	Blended Rationale: * Votes FOR the (re)elections of of board independence (including all board members representatives, employee representatives, and emprecommended) and the absence of specific concerns	s: 45.5 percent vs loyee shareholde	s 33.3 percei r representa	nt recommend tives (if any):	led; excluding	government	vel				
26	Reelect Dominique Delport as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)election level of board independence (including all board mer representatives, employee representatives, and emp recommended) and the absence of specific concerns	mbers: 45.5 perce loyee shareholde	ent vs 33.3 µ r representa	percent recom tives (if any):	mended; exclu	ıding governmei	,				
	Blended Rationale: * Votes FOR the (re)elections of of board independence (including all board members representatives, employee representatives, and emp recommended) and the absence of specific concerns	: 45.5 percent vs loyee shareholde	s 33.3 percei r representa	nt recommend tives (if any):	led; excluding	government	vel				
27	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								
28	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Specific Buyback Program and Cancellation of Repurchased Share	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company failed to demonstrate that this buyback program is in shareholders' interests.										
	Blended Rationale: A vote AGAINST this proposal is warranted because the company failed to demonstrate that this buyback program is in shareholders' interests.										
30	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 750 Million	Mgmt	Yes	For	For		For	For	No	No	No
		Mgmt	Yes	For	For		For	For	No	No	No
31	Authorize Capitalization of Reserves of Up to EUR 375 Million for Bonus Issue or Increase in Par Value	rigine									

Blended Rationale: Votes FOR these proposals are warranted because the plans could increase employee participation to a level of ownership that would remain acceptable for savings-related share purchase plans.



## **Vivendi SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
33	Authorize Capital Issuances Employee Stock Purchase P Employees of International	lans for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would	, ,		,		ease employee	participation to	а				
	Blended Rationale: Votes FOI of ownership that would rem					employee parti	cipation to a le	vel				
34	Approve Change of Corpora Europeenne (SE)	ite Form to Societe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Thes	se proposals merit votes i	FOR as they are	deemed no	n-contentious a	and neutral for	shareholders.					
	Blended Rationale: These pro	oposals merit votes FOR a	as they are deen	med non-cor	ntentious and r	neutral for shar	eholders.					
35	Change Company Name to Amend Bylaws Accordingly	Vivendi SE and	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Thes	se proposals merit votes i	FOR as they are	deemed noi	n-contentious a	and neutral for	shareholders.					
	Blended Rationale: These pro	oposals merit votes FOR a	as they are deer	ned non-cor	ntentious and r	neutral for shar	reholders.					
36	Authorize Filing of Required Formalities	Documents/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		rpestana	04/02/2019	rpestana	04/02/2019		3,811,854		3,811,854
								Total Shares	s:	3,811,854		3,811,854

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.3%	935,553,209	99.7%	1,438,387	0.2%	1,440,514	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.3%	935,731,025	99.7%	1,452,315	0.2%	1,248,770	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	30.6%	650,896,878	69.4%	285,364,703	30.4%	1,319,519	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.4%	934,423,871	99.6%	2,744,205	0.3%	1,264,034	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.6%	933,140,339	99.4%	3,964,518	0.4%	1,327,253	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	28.3%	673,239,786	71.7%	264,546,100	28.2%	646,224	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	37.7%	584,285,413	62.3%	353,529,445	37.7%	617,252	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	25.0%	703,696,877	75.0%	234,052,234	24.9%	682,999	0.1%	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Υ	Pass	No	For	25.0%	703,783,257	75.0%	234,057,513	24.9%	591,340	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	23.4%	718,406,530	76.6%	219,413,606	23.4%	611,974	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	23.5%	718,306,121	76.5%	219,527,166	23.4%	598,823	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	23.4%	718,724,632	76.6%	219,099,141	23.3%	608,337	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	23.4%	718,346,984	76.5%	219,447,498	23.4%	637,628	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	28.8%	667,639,640	71.1%	270,179,802	28.8%	612,668	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	25.6%	697,791,314	74.4%	240,042,702	25.6%	598,094	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	27.9%	676,849,241	72.1%	260,955,429	27.8%	627,440	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	3.9%	901,494,593	96.1%	36,115,655	3.8%	611,116	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	4.1%	899,497,852	95.9%	38,115,751	4.1%	607,761	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	4.4%	897,481,318	95.6%	40,199,017	4.3%	751,565	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	4.4%	897,474,143	95.6%	40,170,887	4.3%	786,312	0.1%	Poll	F+A+AB
21	Υ	Pass	No	For	4.0%	900,443,997	96.0%	37,139,740	4.0%	611,375	0.1%	Poll	F+A+AB
22	Υ	Pass	No	For	4.0%	900,692,148	96.0%	36,971,462	3.9%	667,400	0.1%	Poll	F+A+AB
23	Υ	Pass	No	For	4.1%	900,315,485	95.9%	37,466,639	4.0%	609,986	0.1%	Poll	F+A+AB
24	Υ	Pass	No	For	4.0%	900,574,717	96.0%	36,944,883	3.9%	651,322	0.1%	Poll	F+A+AB
25	Υ	Pass	No	For	6.2%	880,458,940	93.8%	57,388,142	6.1%	585,028	0.1%	Poll	F+A+AB
26	Υ	Pass	No	For	3.7%	903,328,234	96.3%	34,516,549	3.7%	587,327	0.1%	Poll	F+A+AB
27	Υ	Pass	No	For	0.6%	932,739,448	99.4%	5,098,612	0.5%	594,050	0.1%	Poll	F+A+AB
	N												
28	Υ	Pass	No	For	0.6%	931,989,496	99.4%	4,221,055	0.5%	1,295,242	0.1%	Poll	F+A+AB
29	Υ	Pass	No	For	32.3%	634,820,017	67.7%	302,021,138	32.2%	664,638	0.1%	Poll	F+A+AB
30	Υ	Pass	No	For	7.8%	864,199,919	92.2%	72,642,140	7.7%	663,734	0.1%	Poll	F+A+AB
31	Υ	Pass	No	For	7.4%	868,252,234	92.6%	68,582,369	7.3%	671,190	0.1%	Poll	F+A+AB
32	Υ	Pass	No	For	0.5%	932,804,545	99.5%	4,060,558	0.4%	640,690	0.1%	Poll	F+A+AB
33	Υ	Pass	No	For	0.5%	933,136,748	99.5%	3,710,491	0.4%	658,554	0.1%	Poll	F+A+AB
34	Υ	Pass	No	For	3.7%	902,454,414	96.3%	34,385,203	3.7%	666,176	0.1%	Poll	F+A+AB
35	Υ	Pass	No	For	4.2%	897,807,477	95.8%	39,036,077	4.2%	662,239	0.1%	Poll	F+A+AB
36	Υ	Pass	No	For	0.1%	936,423,485	99.9%	422,113	0.0%	660,195	0.1%	Poll	F+A+AB



## **Adecco Group AG**

Meeting Date: 04/16/2019Country: SwitzerlandPrimary Security ID: H00392318Meeting ID: 1310250

Record Date: Meeting Type: Annual Ticker: ADEN

 Primary CUSIP: H00392318
 Primary ISIN: CH0012138605
 Primary SEDOL: 7110720
 Proxy Level: N/A

Earliest Cutoff Date: 04/05/2019 Shares Voted: 608,194 Votable Shares: 608,194 Shares on Loan: 0 Shares Instructed: 608,194

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Approve Remuneration Report	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2	Approve Allocation of Income and Dividends of CHF 2.50 per Share	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Discharge of Board and Senior Management	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Approve Remuneration of Directors in the Amount of CHF 5.1 Million	Mgmt	Yes	For	For		For	For	No	No	No
4.2	Approve Remuneration of Executive Committee in the Amount of CHF 35 Million	Mgmt	Yes	For	For		For	For	No	No	No
5.1.1	Reelect Rolf Doerig as Director and Board Chairman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nom	inees are warra	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees										
5.1.2	Reelect Jean-Christophe Deslarzes as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nom	inees are warra	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	s are warranted	due to a lac	k of concerns.							
5.1.3	Reelect Ariane Gorin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nom	ninees are warra	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	s are warranted	due to a lac	k of concerns.							
5.1.4	Reelect Alexander Gut as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nom	inees are warra	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	s are warranted	due to a lac	k of concerns.							
5.1.5	Reelect Didier Lamouche as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nom	inees are warra	nted due to	a lack of conc	erns.						
	Blended Rationale: Votes FOR the proposed nominees	s are warranted	due to a lac	k of concerns.							
5.1.6	Reelect David Prince as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Blended Rationale: Votes FOR the proposed nominees	s are warranted	due to a lac	k of concerns.							



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.1.7	Reelect Kathleen Taylor as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	nees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	are warranted	due to a lac	k of concerns.							
5.1.8	Reelect Regula Wallimann as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	nees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	are warranted	due to a lac	k of concerns.							
5.2.1	Reappoint Jean-Christophe Deslarzes as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	nees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees										
5.2.2	Reappoint Kathleen Taylor as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin										
	Blended Rationale: Votes FOR the proposed nominees	are warranted	due to a lac	k of concerns.							
5.2.3	Appoint Didier Lamouche as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	nees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees	are warranted	due to a lac	k of concerns.							
5.3	Designate Anwaltskanzlei Keller KLG as Independent Proxy	Mgmt	Yes	For	For		For	For	No	No	No
5.4	Ratify Ernst & Young AG as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Creation of CHF 816,720 Million Pool of Capital without Preemptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
8	Transact Other Business (Voting)	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST is warranted to the proxy in case new voting items or counterpropodirectors; and* The content of these new items or counterpropodirectors.										

best interest to vote against this item on a precautionary basis.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RF, RARF 392452 Confirm		Confirmed	rpestana	03/29/2019	rpestana	03/29/2019	608,194	608,194
						Total Shares:	608,194	608,194



## **Adecco Group AG**

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.2%	109,370,839	99.8%	118,321	0.1%	92,259	0.1%	Poll	F+A+AB
1.2	Υ	Pass	No	For	13.5%	94,823,481	86.5%	13,985,764	12.8%	772,574	0.7%	Poll	F+A+AB
2	Υ	Pass	No	For	0.0%	109,526,168	99.9%	32,254	0.0%	23,397	0.0%	Poll	F+A+AB
3	Υ	Pass	No	For	0.9%	108,397,065	99.1%	824,632	0.8%	146,356	0.1%	Poll	F+A+AB
4.1	Υ	Pass	No	For	7.6%	101,301,337	92.4%	8,077,213	7.4%	203,758	0.2%	Poll	F+A+AB
4.2	Υ	Pass	No	For	5.4%	103,703,916	94.6%	5,652,035	5.2%	226,657	0.2%	Poll	F+A+AB
5.1.1	Υ	Pass	No	For	14.4%	93,802,542	85.6%	15,654,176	14.3%	125,890	0.1%	Poll	F+A+AB
5.1.2	Υ	Pass	No	For	0.7%	108,774,764	99.3%	688,913	0.6%	118,931	0.1%	Poll	F+A+AB
5.1.3	Υ	Pass	No	For	0.2%	109,380,869	99.8%	83,650	0.1%	118,089	0.1%	Poll	F+A+AB
5.1.4	Υ	Pass	No	For	0.6%	108,908,901	99.4%	554,868	0.5%	118,839	0.1%	Poll	F+A+AB
5.1.5	Υ	Pass	No	For	0.6%	108,947,349	99.4%	513,757	0.5%	121,502	0.1%	Poll	F+A+AB
5.1.6	Υ	Pass	No	For	9.7%	98,983,777	90.3%	10,475,178	9.6%	123,653	0.1%	Poll	F+A+AB
5.1.7	Υ	Pass	No	For	4.2%	104,930,316	95.8%	4,315,550	3.9%	336,742	0.3%	Poll	F+A+AB
5.1.8	Υ	Pass	No	For	0.2%	109,350,770	99.8%	113,417	0.1%	118,421	0.1%	Poll	F+A+AB
5.2.1	Υ	Pass	No	For	0.9%	108,632,304	99.1%	892,640	0.8%	57,664	0.1%	Poll	F+A+AB
5.2.2	Υ	Pass	No	For	3.2%	106,047,022	96.8%	3,261,501	3.0%	274,085	0.3%	Poll	F+A+AB
5.2.3	Υ	Pass	No	For	0.8%	108,694,960	99.2%	801,104	0.7%	86,544	0.1%	Poll	F+A+AB
5.3	Υ	Pass	No	For	0.1%	109,489,831	99.9%	67,004	0.1%	25,773	0.0%	Poll	F+A+AB
5.4	Υ	Pass	No	For	3.4%	105,835,124	96.6%	3,719,261	3.4%	28,223	0.0%	Poll	F+A+AB
6	Υ	Pass	No	For	1.9%	107,481,596	98.1%	2,064,939	1.9%	36,073	0.0%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	109,470,092	99.9%	73,763	0.1%	38,753	0.0%	Poll	F+A+AB
8	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



## **Georg Fischer AG**

Meeting Date: 04/17/2019 Country: Switzerland Primary Security ID: H26091142 Meeting ID: 1311078

Record Date: Meeting Type: Annual Ticker: FI.N

 Primary CUSIP: H26091142
 Primary ISIN: CH0001752309
 Primary SEDOL: 4341783
 Proxy Level: N/A

Earliest Cutoff Date: 04/09/2019 Shares Voted: 31,313 Votable Shares: 31,313 Shares on Loan: 0 Shares Instructed: 31,313

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Allocation of Income and Dividends of CHF 25 per Share	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Discharge of Board and Senior Management	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Reelect Hubert Achermann as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	es are warranted.									
4.2	Reelect Roman Boutellier as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non										
	Blended Rationale: Votes FOR the proposed nominee										
4.3	Reelect Riet Cadonau as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	es are warranted.									
4.4	Reelect Andreas Koopmann as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	es are warranted.									
4.5	Reelect Roger Michaelis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	es are warranted.									
4.6	Reelect Eveline Saupper as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	es are warranted.									
4.7	Reelect Jasmin Staibilin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	es are warranted.									

Blended Rationale: Votes FOR the proposed nominees are warranted.



#### **Georg Fischer AG**

4.8	Reelect Zhiqiang Zhang as Director  Voting Policy Rationale: Votes FOR the proposed nomina	Mgmt	Yes								ISS
4.9	Voting Policy Rationale: Votes FOR the proposed nomin		163	For	For		For	For	No	No	No
4.9		ees are warrai	nted.								
4.9	Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
	Elect Yves Serra as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted.								
	Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
5.1	Reelect Andreas Koopmann as Board Chairman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomina	ees are warrai	nted.								
	Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
5.2.1	Appoint Roman Boutellier as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomina										
	Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
5.2.2	Appoint Eveline Saupper as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomina	ees are warrai	nted.								
	Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
5.2.3	Appoint Jasmin Staiblin as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrai	nted.								
	Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
6	Approve Remuneration of Directors in the Amount of CHF 3.8 Million	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Executive Committee in the Amount of CHF 10.5 Million	Mgmt	Yes	For	For		For	For	No	No	No
8	Ratify PricewaterhouseCoopers AG as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
9	Designate Christoph Vaucher as Independent Proxy	Mgmt	Yes	For	For		For	For	No	No	No
10	Transact Other Business (Voting)	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

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.

Blended 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.



# **Georg Fischer AG**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452 Confirmed		rpestana	03/29/2019	rpestana	03/29/2019	31,313	31,313
						Total Shares:	31,313	31,313

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

	5												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	0.1%	2,092,013	99.9%	1,078	0.1%	4,425	N/A	Poll	F+A
1.2	Υ	Pass	No	For	14.5%	1,785,544	85.5%	303,784	14.5%	9,618	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	2,092,869	99.9%	3,083	0.1%	3,120	N/A	Poll	F+A
3	Υ	Pass	No	For	0.7%	2,052,481	99.3%	15,365	0.7%	10,052	N/A	Poll	F+A
4.1	Υ	Pass	No	For	0.3%	2,087,359	99.7%	6,707	0.3%	4,122	N/A	Poll	F+A
4.2	Υ	Pass	No	For	5.6%	1,974,931	94.4%	117,436	5.6%	4,813	N/A	Poll	F+A
4.3	Υ	Pass	No	For	26.7%	1,523,648	73.3%	556,044	26.7%	17,675	N/A	Poll	F+A
4.4	Υ	Pass	No	For	1.7%	2,049,645	98.3%	35,974	1.7%	12,527	N/A	Poll	F+A
4.5	Υ	Pass	No	For	0.3%	2,086,931	99.7%	5,574	0.3%	5,393	N/A	Poll	F+A
4.6	Υ	Pass	No	For	1.3%	2,067,491	98.7%	26,502	1.3%	3,608	N/A	Poll	F+A
4.7	Υ	Pass	No	For	1.4%	2,062,836	98.6%	28,950	1.4%	5,640	N/A	Poll	F+A
4.8	Υ	Pass	No	For	2.3%	2,046,086	97.7%	47,316	2.3%	4,663	N/A	Poll	F+A
4.9	Υ	Pass	No	For	0.8%	2,075,902	99.2%	17,305	0.8%	4,906	N/A	Poll	F+A
5.1	Υ	Pass	No	For	7.7%	1,934,553	92.3%	160,531	7.7%	5,292	N/A	Poll	F+A
5.2.1	Υ	Pass	No	For	4.5%	1,995,229	95.5%	93,805	4.5%	6,684	N/A	Poll	F+A
5.2.2	Υ	Pass	No	For	1.7%	2,053,529	98.3%	36,046	1.7%	6,192	N/A	Poll	F+A
5.2.3	Υ	Pass	No	For	2.2%	2,041,817	97.8%	46,162	2.2%	7,034	N/A	Poll	F+A
6	Υ	Pass	No	For	2.7%	2,026,188	97.3%	56,431	2.7%	12,192	N/A	Poll	F+A
7	Υ	Pass	No	For	12.1%	1,832,328	87.9%	251,740	12.1%	14,379	N/A	Poll	F+A
8	Υ	Pass	No	For	3.0%	2,029,445	97.0%	63,764	3.0%	4,379	N/A	Poll	F+A
9	Υ	Pass	No	For	0.2%	2,091,023	99.8%	4,710	0.2%	2,665	N/A	Poll	F+A
10	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A



Voting Policy: ISS

#### **VINCI SA**

Total Ballots: 1

Meeting Date: 04/17/2019 Primary Security ID: F5879X108 Meeting ID: 1301008 Country: France **Record Date:** 04/15/2019 Meeting Type: Annual/Special Ticker: DG Primary CUSIP: F5879X108 Primary ISIN: FR0000125486 Primary SEDOL: B1XH026 Proxy Level: N/A Shares Voted: 322,420 Votable Shares: 322,420 Earliest Cutoff Date: 04/10/2019 Shares on Loan: 0 Shares Instructed: 322,420

**Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Ordinary Business	Mgmt	No								
1	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of the and lack of concerns.	annual accoun	ts are warra	ented due to th	e unqualified a	uditors' opinion					
	Blended Rationale: Votes FOR the approval of the ann lack of concerns.	ual accounts ar	e warranted	due to the un	qualified audito	ors' opinion and					
2	Approve Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of the and lack of concerns.	annual accoun	ts are warra	ented due to th	e unqualified a	uditors' opinion					
	Blended Rationale: Votes FOR the approval of the ann lack of concerns.										
3	Approve Allocation of Income and Dividends of EUR 2.67 per Share	Mgmt	Yes	For	For		For	For	No	No	No
4	Reelect Robert Castaigne as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.

Reporting Period: 01/01/2019 to 12/31/2019

group and the alternative nature of the election.

#### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Reelect Ana Paula Pessoa as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employer recommended) and the absence of specific concerns (Its nominees are warranted in the absence of specific concerns trepresentative candidate for the employee sharehow Votes AGAINST Items 9-11 are warranted given the supgroup and the alternative nature of the election.	t									
	Blended Rationale: * Votes FOR the (re)elections of thes of board independence (including all board members: 50 representatives, employee representatives, and employee recommended) and the absence of specific concerns (Its nominees are warranted in the absence of specific concerns trepresentative candidate for the employee sharehow Votes AGAINST Items 9-11 are warranted given the supplying and the alternative nature of the election.	government vs 50 percent ndependent d because the e is satisfactory.*									
6	Reelect Pascale Sourisse as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.  Blended Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder										
7	Elect Caroline Gregoire Sainte Marie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employee recommended) and the absence of specific concerns (Ite nominees are warranted in the absence of specific concerns the representative candidate for the employee sharehous Votes AGAINST Items 9-11 are warranted given the supporting and the alternative nature of the election.  Blended Rationale: * Votes FOR the (re)elections of these of board independence (including all board members: 50 representatives, employee representatives, and employee recommended) and the absence of specific concerns (Ite nominees are warranted in the absence of specific concerns constructives and indicate for the employee sharehous versions.	ers: 50.0 perce ee shareholder ems 4 and 6). erns (Items 5 older directors port for the co se non-indepe 0.0 percent vs ee shareholder ems 4 and 6). erns (Items 5	ent vs 33.3 p r represental * Votes FOR and 7).* A v hip and the andidate rep indent nomin * 33.3 percental * Votes FOR and 7).* A v	nercent recommitives (if any):  It the (re)electrivite FOR Item level of board resenting the mees are warrant recommend tives (if any):  It the (re)electrivite FOR Item recommend the form of the mees are warrant recommend the form of the form of the mees are warrant recommend the form of the form of the form of the mees are warrant recommend the form of the form o	mended; excluing 61.5 percent vions of these in 8 is warranted independence largest employ ented given the led; excluding 61.5 percent vions of these in 8 is warranted 8 is warranted sexulutions of these in 8 is warranted	iding governments 50 percent independent in dependent in decause the exist satisfactory.* Execute shareholder is satisfactory levels of the satisfactory lev	t .el				

Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

#### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Elect Dominique Muller Joly-Pottuz as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	For		For	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections level of board independence (including all board mem representatives, employee representatives, and employee recommended) and the absence of specific concerns (nominees are warranted in the absence of specific commost representative candidate for the employee share Votes AGAINST Items 9-11 are warranted given the stagroup and the alternative nature of the election.	bers: 50.0 perce yee shareholde (Items 4 and 6). ncerns (Items 5 sholder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v ship and the	percent recom tives (if any): Ithe (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these ir 8 is warranted independence	ding governmer is 50 percent independent id because the is satisfactory.	nt T				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: representatives, employee representatives, and employee recommended) and the absence of specific concerns (nominees are warranted in the absence of specific commost representative candidate for the employee share Votes AGAINST Items 9-11 are warranted given the stigroup and the alternative nature of the election.										
9	Elect Francoise Roze as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections level of board independence (including all board memirepresentatives, employee representatives, and employee recommended) and the absence of specific concerns (nominees are warranted in the absence of specific commost representative candidate for the employee share Votes AGAINST Items 9-11 are warranted given the stagroup and the alternative nature of the election.										
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members:				-	•	rel				

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory leve of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.

**ISS ⊳** 

Reporting Period: 01/01/2019 to 12/31/2019

## **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Jarmila Matouskova as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employee recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns trepresentative candidate for the employee sharehow Votes AGAINST Items 9-11 are warranted given the supgroup and the alternative nature of the election.	ers: 50.0 perce ee shareholder ems 4 and 6). erns (Items 5 older directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recom tives (if any): Ithe (re)electivote FOR Item level of board	mended; excludents of these in 8 is warranted independence	ding governmen s 50 percent adependent I because the is satisfactory.*	t				
	Blended Rationale: * Votes FOR the (re)elections of thes of board independence (including all board members: 5 representatives, employee representatives, and employee recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns trepresentative candidate for the employee sharehow Votes AGAINST Items 9-11 are warranted given the supgroup and the alternative nature of the election.	0.0 percent vs ee shareholder ems 4 and 6). erns (Items 5 older directors	33.3 percent representa * Votes FOR and 7).* A v hip and the	nt recommend tives (if any): Ithe (re)electi vote FOR Item level of board	ed; excluding of 61.5 percent visions of these in 8 is warranted independence	government s 50 percent adependent I because the is satisfactory.*					
11	Elect Jean-Charles Garaffa as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	level of board independence (including all board member representatives, employee representatives, and employer recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns representative candidate for the employee sharehow Votes AGAINST Items 9-11 are warranted given the supgroup and the alternative nature of the election.	ee shareholder ems 4 and 6). erns (Items 5 older directors	r representa * Votes FOR and 7).* A v hip and the	tives (if any): R the (re)electi vote FOR Item level of board	61.5 percent v. ions of these in 8 is warranted independence	s 50 percent Idependent Id because the Is satisfactory.*					
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 5 representatives, employee representatives, and employe recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns the representative candidate for the employee sharehow Votes AGAINST Items 9-11 are warranted given the supproup and the alternative nature of the election.	0.0 percent vs ee shareholder ems 4 and 6). erns (Items 5 older directors	33.3 percer representa * Votes FOR and 7).* A v hip and the	nt recommend tives (if any): Ithe (re)electi vote FOR Item level of board	ed; excluding of 61.5 percent vitions of these in 8 is warranted independence	government s 50 percent adependent I because the is satisfactory.*					
12	Renew Appointment of Deloitte Et Associes as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted because	se there are no	o concerns r	egarding these	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	ere are no con	cerns regard	ding these pro	posals.						
13	Appoint PricewaterhouseCoopers Audit as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted because	se there are no	o concerns r	egarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	ere are no con	cerns regard	ding these pro	posals.						
14	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.6 Million	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No



#### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
16	Approve Remuneration Policy for Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Compensation of Xavier Huillard, Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								
18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 300 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the re	ecommended					
	Blended Rationale: Votes FOR these authorizations are v guidelines for issuances with and without preemptive rig		their propose	ed volumes res	pect the recom	nmended					
21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the re	ecommended					
	Blended Rationale: Votes FOR these authorizations are v guidelines for issuances with and without preemptive rig		their propose	ed volumes res	pect the recom	mended					
22	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the re	ecommended					
	Blended Rationale: Votes FOR these authorizations are v guidelines for issuances with and without preemptive rig		their propose	ed volumes res	pect the recom	mended					
23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 20-22	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	s respect the r	ecommended					
	Blended Rationale: Votes FOR these authorizations are v guidelines for issuances with and without preemptive rig		their propose	ed volumes res	pect the recom	mended					
24	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the re	ecommended					
	Blended Rationale: Votes FOR these authorizations are w	warranted as i	heir nronose	ed volumes res	nect the recom	mended					

Blended Rationale: Votes FOR these authorizations are warranted as their proposed volumes respect the recommended guidelines for issuances with and without preemptive rights.



## **VINCI SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
25	Authorize Capital Issuances for Employee Stock Purchase Plans		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FC plans could increase employee p savings-related share purchase p local and international Vinci emp participation has constantly been	articipation to a level plans.The main reasor ployees;* There is no d	of ownership that Is for support ar	at is not dec re:* These p	emed as an ac plans appear to	cceptable threst to be a key reter	hold for ntion element f					
	Blended Rationale: Votes FOR the could increase employee participe share purchase plans. The main international Vinci employees;* has constantly been below 10 per	nation to a level of own reasons for support an There is no evidence o	nership that is n re:* These plans	ot deemed appear to l	as an acceptal be a key reten	ble threshold fo tion element fo	or savings-relat or local and					
26	Authorize Capital Issuances for Employee Stock Purchase Plans Employees of International Sub	Reserved for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FC plans could increase employee p savings-related share purchase p local and international Vinci emp participation has constantly beer	articipation to a level plans.The main reasor ployees;* There is no d	of ownership that Is for support ar	at is not ded re:* These p	emed as an ac plans appear to	cceptable threst to be a key reter	hold for ntion element t					
	Blended Rationale: Votes FOR the could increase employee participes hare purchase plans. The main international Vinci employees;* has constantly been below 10 per	nation to a level of own reasons for support an There is no evidence o	nership that is n re:* These plans	ot deemed a appear to i	as an acceptal be a key reten	ble threshold fo tion element fo	or savings-relat or local and					
27	Amend Article 10 of Bylaws Re: Disclosure Thresholds	Shareholding	Mgmt	Yes	For	For		For	For	No	No	No
28	Amend Article 16 of Bylaws to C Legal Changes Re: Auditors	Comply with	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Filing of Required Do Formalities	cuments/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail le, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RARF, RA	RF	392452	Confirmed		rpestana	03/28/2019	rpestana	03/28/2019		322,420		322,420
								Total Share		322,420		322,420

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.5%	341,412,411	99.5%	1,112,633	0.3%	550,662	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.2%	342.356.939	99.8%	172.680	0.1%	546.087	0.2%	Poll	F+A+AB



item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Υ	Pass	No	For	0.2%	342,362,296	99.8%	171,527	0.0%	541,883	0.2%	Poll	F+A+AB
4	Υ	Pass	No	For	9.5%	310,647,572	90.5%	31,878,689	9.3%	549,445	0.2%	Poll	F+A+AB
5	Υ	Pass	No	For	4.0%	329,347,590	96.0%	13,178,279	3.8%	549,837	0.2%	Poll	F+A+AB
6	Y	Pass	No	For	10.0%	308,854,374	90.0%	33,673,480	9.8%	547,852	0.2%	Poll	F+A+AB
7	Υ	Pass	No	For	2.0%	336,288,104	98.0%	6,236,295	1.8%	551,307	0.2%	Poll	F+A+AB
8	Υ	Pass	No	None	N/A	338,396,672	98.6%	4,096,434	1.2%	582,600	0.2%	Poll	F+A+AB
9	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
10	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
11	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	7.3%	317,980,026	92.7%	24,553,010	7.2%	542,670	0.2%	Poll	F+A+AB
13	Υ	Pass	No	For	1.1%	339,135,854	98.9%	3,393,327	1.0%	546,525	0.2%	Poll	F+A+AB
14	Υ	Pass	No	For	1.8%	337,043,390	98.2%	5,472,903	1.6%	559,413	0.2%	Poll	F+A+AB
15	Υ	Pass	No	For	1.8%	336,951,937	98.2%	5,572,245	1.6%	551,524	0.2%	Poll	F+A+AB
16	Υ	Pass	No	For	N/A	313,034,735	N/A	29,488,268	N/A	552,703	N/A	Poll	F+A+AB
17	Y	Pass	No	For	N/A	318,660,330	N/A	23,855,440	N/A	559,936	N/A	Poll	F+A+AB
	N												
18	Y	Pass	No	For	0.4%	341,759,990	99.6%	764,646	0.2%	551,070	0.2%	Poll	F+A+AB
19	Y	Pass	No	For	0.3%	341,949,723	99.7%	568,193	0.2%	557,387	0.2%	Poll	F+A+AB
20	Y	Pass	No	For	0.9%	340,133,719	99.1%	2,389,600	0.7%	552,387	0.2%	Poll	F+A+AB
21	Y	Pass	No	For	4.3%	328,487,104	95.7%	14,032,168	4.1%	556,434	0.2%	Poll	F+A+AB
22	Y	Pass	No	For	6.0%	322,452,732	94.0%	20,020,127	5.8%	602,847	0.2%	Poll	F+A+AB
23	Y	Pass	No	For	8.4%	314,134,320	91.6%	28,338,074	8.3%	603,312	0.2%	Poll	F+A+AB
24	Y	Pass	No	For	4.8%	326,574,287	95.2%	15,898,319	4.6%	603,100	0.2%	Poll	F+A+AB
25	Y	Pass	No	For	1.9%	336,449,321	98.1%	5,778,639	1.7%	847,746	0.2%	Poll	F+A+AB
26	Y	Pass	No	For	1.9%	336,538,000	98.1%	5,960,408	1.7%	577,298	0.2%	Poll	F+A+AB
27	Y	Pass	No	For	0.7%	326,048,958	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB
28	Y	Pass	No	For	0.7%	340,797,376	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB
29	Υ	Pass	No	For	0.7%	340,560,103	99.3%	1,557,598	0.5%	958,005	0.3%	Poll	F+A+AB



#### **Cigna Corporation**

 Meeting Date: 04/24/2019
 Country: USA
 Primary Security ID: 125523100
 Meeting ID: 1308159

Record Date: 02/25/2019 Meeting Type: Annual Ticker: CI

 Primary CUSIP: 125523100
 Primary ISIN: US1255231003
 Primary SEDOL: BHJ0775
 Proxy Level: 3

Earliest Cutoff Date: 04/23/2019 Shares Voted: 502,059 Votable Shares: 502,059 Shares on Loan: 0 Shares Instructed: 502,059

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Votable Additional Against Against Voting Vote Against **Proposal Text** ISS Rec **Policy Rec** Policy Rec Instruction ISS Number Proponent Proposal **Mamt Rec** Mgmt Policy 1.1 Elect Director David M. Cordani Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.2 Elect Director William J. DeLaney Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.3 Elect Director Eric J. Foss For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.4 Elect Director Elder Granger Mgmt For For Yes For For Nο Nο Nο Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.5 Elect Director Isaiah Harris, Jr. For For For Against Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.6 Elect Director Roman Martinez, IV For Mgmt Yes For For Against Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director Kathleen M. Mazzarella 1.7 Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.8 Elect Director Mark B. McClellan For Mgmt Yes For For For Nο Nο Nο Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted.



# **Cigna Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.9	Elect Director John M. Partridge	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director William L. Roper	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.11	Elect Director Eric C. Wiseman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.12	Elect Director Donna F. Zarcone	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.13	Elect Director William D. Zollars	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Written Consent	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn written consent right and a means to act between annual	-	hat it would	provide sharel	holders with a r	meaningful					
	Blended Rationale: A vote FOR this proposal is warrante consent right and a means to act between annual meeti	-	t would prov	ide shareholde	rs with a mean	ingful written					
5	Report on Cyber Risk *Withdrawn Resolution*	SH	No								
6	Report on Gender Pay Gap	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is warn allowing them to better measure the progress of the cor	•				formation					
	Blended Rationale: A vote FOR this proposal is warrante them to better measure the progress of the company's of	-			dditional inform	ation allowing					

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	000392452	Confirmed	dnicoll	04/15/2019	dnicoll	04/15/2019	502,059	502,059
						Total Shares:	502,059	502,059



## **Cigna Corporation**

#### **Meeting Results**

Outstanding Shares Voted: 379,672,315 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.5%	318,627,315	99.5%	1,537,724	0.5%	912,609	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	0.3%	319,016,703	99.7%	1,119,532	0.3%	941,413	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.5%	318,517,679	99.5%	1,619,941	0.5%	940,028	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.4%	318,781,713	99.6%	1,131,555	0.4%	1,164,380	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	1.4%	315,686,399	98.6%	4,449,303	1.4%	941,946	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	2.9%	310,937,506	97.1%	9,203,261	2.9%	936,881	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.1%	319,563,508	99.9%	391,718	0.1%	1,122,422	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.4%	319,006,318	99.6%	1,138,397	0.4%	932,933	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.0%	316,908,576	99.0%	3,219,963	1.0%	949,109	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.2%	319,629,753	99.8%	518,742	0.2%	929,153	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.1%	313,325,186	97.9%	6,813,225	2.1%	939,237	N/A	Proxy	F+A
1.12	Υ	Pass	No	For	3.3%	309,600,554	96.7%	10,575,990	3.3%	901,104	N/A	Proxy	F+A
1.13	Υ	Pass	No	For	3.7%	308,138,122	96.3%	11,990,029	3.7%	949,497	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	297,576,099	92.7%	22,361,912	7.0%	1,139,637	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	3.2%	333,215,490	96.8%	10,058,575	2.9%	936,187	0.3%	Proxy	F+A+AB
4	Y	Pass	No	Against	63.9%	203,936,877	63.5%	115,899,414	36.1%	1,241,357	0.4%	Proxy	F+A+AB
5	N												
6	Y	Fail	No	Against	36.7%	112,538,356	35.1%	203,251,671	63.3%	5,287,621	1.6%	Proxy	F+A+AB

# Cleveland-Cliffs, Inc.

Elect Director John T. Baldwin

1.1

Meeting Date: 04/24/2019 Record Date: 02/25/2019	Country: USA Meeting Type: Annual	Primary Security Ticker: CLF	Primary Security ID: 185899101 Meeting ID: 130 Ticker: CLF				
Primary CUSIP: 185899101	<b>Primary ISIN:</b> US1858991011	Primary SEDOL: BYVZ186 Proxy Level: 3					
Earliest Cutoff Date: 04/23/2019	<b>Shares Voted:</b> 5,100,600	Votable Shares: 5,100,600	ble Shares: 5,100,600 Shares on Loan: 0 Shares Instruct				
Total Ballots: 1	Voting Policy: ISS		Additional Policy:				
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec ISS Rec	Additional Voting Policy Rec Policy Rec	Vote Vote Vote Vote Against Against Against Instruction Mgmt Policy ISS			

For

For

For

No

No

No

For

Mgmt

Yes



# **Cleveland-Cliffs, Inc.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.2	Elect Director Robert P. Fisher, Jr.	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.3	Elect Director Lourenco Goncalves	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.4	Elect Director Susan M. Green	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominee												
	Blended Rationale: A vote FOR the director nominees is												
1.5	Elect Director M. Ann Harlan	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominees is warranted.												
	Blended Rationale: A vote FOR the director nominees is warranted.												
1.6	Elect Director Janet L. Miller	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.7	Elect Director Joseph A. Rutkowski, Jr.	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.8	Elect Director Eric M. Rychel	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.9	Elect Director Michael D. Siegal	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											
1.10	Elect Director Gabriel Stoliar	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.										
	Blended Rationale: A vote FOR the director nominees is	warranted.											



Vote

Vote

**Shares Voted** 

5,100,600

5,100,600

Vote

Votable Shares

5,100,600

5,100,600

Reporting Period: 01/01/2019 to 12/31/2019

## Cleveland-Cliffs, Inc.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1.11	Elect Director Douglas C. Taylor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this proposal is adequately addressed shareholder feedback. However, µ driven by a maximum-level STI payout. While the STI paward remains high relative to peers. Furthermore, performance, without a disclosed cap in the event TSR is \$600,000 without rationale. Providing excessive perquisi										
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>										

Instructor

Name

dnicoll

Date

Instructed

04/12/2019

Approver

dnicoll

Date

Approved

04/12/2019

**Total Shares:** 

#### **Meeting Results**

Institutional Account Detail

(IA Name, IA Number)

RARF, RARF

Outstanding Shares Voted: 290,568,635

Custodian

000392452

**Account Number** 

Results Available: Full

**Ballot Status** 

Confirmed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.6%	169,322,965	98.4%	2,823,051	1.6%	0	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	1.2%	170,046,726	98.8%	2,099,290	1.2%	0	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	1.5%	169,556,968	98.5%	2,589,048	1.5%	0	N/A	Proxy	F+A
1.4	Y	Pass	No	For	1.9%	168,868,823	98.1%	3,277,193	1.9%	0	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.8%	170,699,052	99.2%	1,446,964	0.8%	0	N/A	Proxy	F+A
1.6	Y	Pass	No	For	0.8%	170,686,426	99.2%	1,459,590	0.8%	0	N/A	Proxy	F+A
1.7	Y	Pass	No	For	1.7%	169,289,465	98.3%	2,856,551	1.7%	0	N/A	Proxy	F+A
1.8	Y	Pass	No	For	1.7%	169,289,221	98.3%	2,856,795	1.7%	0	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.6%	169,426,480	98.4%	2,719,536	1.6%	0	N/A	Proxy	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.10	Υ	Pass	No	For	1.7%	169,281,161	98.3%	2,864,855	1.7%	0	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.2%	168,412,895	97.8%	3,733,121	2.2%	0	N/A	Proxy	F+A
2	Υ	Pass	No	For	30.1%	120,248,209	69.9%	50,163,750	29.1%	1,734,057	1.0%	Proxy	F+A+AB
3	Υ	Pass	No	For	1.2%	256,284,949	98.8%	2,459,286	0.9%	671,091	0.3%	Proxy	F+A+AB

#### **Ocado Group Plc**

Meeting Date: 05/01/2019 Country: United Kingdom Primary Security ID: G6718L106 Meeting ID: 1294170

Record Date: 04/29/2019 Meeting Type: Annual Ticker: OCDO

Primary CUSIP: G6718L106 Primary ISIN: GB00B3MB5747 Primary SEDOL: B3MB574 Proxy Level: N/A

Earliest Cutoff Date: 04/25/2019 Shares Voted: 3,528,551 Votable Shares: 3,528,551 Shares on Loan: 0 Shares Instructed: 3,528,551

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

Blended Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

3 Approve Remuneration Report Mgmt Yes For Against Against For No Yes Yes

Voting Policy Rationale: A vote AGAINST this proposal is warranted:\* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions.\* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full.\* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.

Blended Rationale: A vote AGAINST this proposal is warranted: \* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions. \* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full. \* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
4	Re-elect Lord Rose as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Tim Steiner as Director

Mgmt

For

Yes

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Reporting Period: 01/01/2019 to 12/31/2019

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
6	Re-elect Duncan Tatton-Brown as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

7 Re-elect Neill Abrams as Director

Mgmt

For

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Reporting Period: 01/01/2019 to 12/31/2019

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
8	Re-elect Mark Richardson as Director	Mamt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

9 Re-elect Luke Jensen as Director

Yes For

For

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Mgmt

Reporting Period: 01/01/2019 to 12/31/2019

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
10	Re-elect Jorn Rausing as Director	Mamt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\*He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

11 Re-elect Ruth Anderson as Director

Mgmt

For

Yes

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

#### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
12	Re-elect Douglas McCallum as Director	Mamt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

13 Re-elect Andrew Harrison as Director

Mgmt

Yes

For

Against

Against

For

No

Yes

Yes

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
14	Re-elect Emma Llovd as Director	Mamt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

15 Elect Julie Southern as Director

Mgmt

For

Yes

For

Yes

Abstain

Yes

Yes

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

16	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For	For	For	No	No	No
17	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For	For	For	No	No	No
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For	For	For	No	No	No



## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Approve Value Creation Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST the proposed complex and extremely geared with no sufficiently strois scheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to administ	ng explanation of equity in th	provided ov e Company;	er the retention * The VCP allo	ve or motivation ows for retestin	nal effects of the	e				
	Blended Rationale: A vote AGAINST the proposed Value complex and extremely geared with no sufficiently strois scheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to administration	ng explanation of equity in th	provided ov e Company;	er the retention * The VCP allo	ve or motivatio ows for retestin	nal effects of the	e				
20	Approve Annual Incentive Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is was bonus and the LTIP into a single scheme, and the quant reward due to shorter-term targets.						/				
	Blended Rationale: A vote AGAINST this item is warrand bonus and the LTIP into a single scheme, and the quant reward due to shorter-term targets.		-	-							
21	Approve Sharesave Scheme	Mgmt	Yes	For	For		For	For	No	No	No
22	Approve Executive Share Option Scheme	Mgmt	Yes	For	For		For	For	No	No	No
23	Approve the Amendment to the Chairman's Share Matching Award	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this resolution the proposed retrospective amendment.	is warranted i	because:* Ti	here is no con	npelling rationa	le provided for					
	Blended Rationale: A vote AGAINST this resolution is we proposed retrospective amendment.	arranted becau	ıse:* There	is no compelli	ing rationale pr	ovided for the					
24	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	considered w	arranted as	the proposed a	amounts and d	lurations are					
	Blended Rationale: A vote FOR these resolutions is consecommended limits.	sidered warran	ted as the p	proposed amou	unts and duration	ons are within					
25	Authorise Issue of Equity in Connection with a Rights Issue	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	considered w	arranted as	the proposed a	amounts and d	lurations are					
	Blended Rationale: A vote FOR these resolutions is consecommended limits.	sidered warran	ted as the p	proposed amou	unts and duration	ons are within					
26	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	considered w	arranted as	the proposed a	amounts and d	lurations are					
	Blended Rationale: A vote FOR these resolutions is consecommended limits.	sidered warran	ted as the p	proposed amou	unts and duration	ions are within					



## **Ocado Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
27	Authorise Issue of Equity with Rights in Connection with an A Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is considered warranted as the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is considered warranted as the proposed amounts and durations are within											
	Blended Rationale: A vote FOR recommended limits.	these resolutions is co	nsidered warran	nted as the p	proposed amou	unts and duration	ons are within					
28	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
29		Authorise Market Purchase of Ordinary Shares  Authorise the Company to Call General  Meeting with Two Weeks' Notice			For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		rpestana	04/23/2019	rpestana	04/23/2019		3,528,551		3,528,551
								Total Shares	s:	3,528,551		3,528,551

#### **Meeting Results**

Outstanding Shares Voted: 699,558,324

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	580,935,222	100.0%	686	0.0%	3,734,886	N/A	Poll	F+A
2	Y	Pass	No	For	24.2%	440,260,450	75.8%	140,813,977	24.2%	3,596,366	N/A	Poll	F+A
3	Υ	Pass	No	For	25.4%	436,208,712	74.6%	148,357,899	25.4%	104,182	N/A	Poll	F+A
4	Υ	Pass	No	For	4.0%	560,587,988	96.0%	23,366,438	4.0%	716,367	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	580,939,810	99.4%	3,709,015	0.6%	21,969	N/A	Poll	F+A
6	Υ	Pass	No	For	0.7%	580,356,117	99.3%	4,291,922	0.7%	22,755	N/A	Poll	F+A
7	Υ	Pass	No	For	0.9%	579,652,618	99.2%	4,995,421	0.9%	22,755	N/A	Poll	F+A
8	Υ	Pass	No	For	0.6%	580,935,985	99.4%	3,712,054	0.6%	22,755	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	580,828,501	99.4%	3,818,020	0.7%	24,273	N/A	Poll	F+A
10	Υ	Pass	No	For	4.7%	557,062,604	95.3%	27,562,917	4.7%	45,272	N/A	Poll	F+A
11	Υ	Pass	No	For	5.3%	552,848,289	94.7%	31,129,932	5.3%	692,572	N/A	Poll	F+A
12	Υ	Pass	No	For	4.9%	556,015,564	95.1%	28,609,958	4.9%	45,272	N/A	Poll	F+A
13	Υ	Pass	No	For	17.3%	483,526,341	82.7%	101,114,665	17.3%	29,787	N/A	Poll	F+A
14	Υ	Pass	No	For	0.4%	582,241,020	99.6%	2,333,201	0.4%	45,272	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
15	Υ	Pass	No	For	1.1%	567,094,369	98.9%	6,192,725	1.1%	11,383,700	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	584,564,820	100.0%	90,722	0.0%	17,252	N/A	Poll	F+A
17	Y	Pass	No	For	0.0%	584,645,046	100.0%	11,057	0.0%	14,691	N/A	Poll	F+A
18	Y	Pass	No	For	1.0%	578,940,447	99.0%	5,714,929	1.0%	15,418	N/A	Poll	F+A
19	Y	Pass	No	For	24.3%	441,098,974	75.7%	141,406,517	24.3%	2,165,302	N/A	Poll	F+A
20	Υ	Pass	No	For	18.7%	471,886,092	81.3%	108,546,820	18.7%	4,237,881	N/A	Poll	F+A
21	Υ	Pass	No	For	0.5%	581,543,328	99.5%	3,103,855	0.5%	23,610	N/A	Poll	F+A
22	Υ	Pass	No	For	1.1%	578,319,710	98.8%	6,328,586	1.1%	22,497	N/A	Poll	F+A
23	Υ	Pass	No	For	23.0%	449,872,574	77.0%	134,084,120	23.0%	714,099	N/A	Poll	F+A
24	Υ	Pass	No	For	0.8%	579,879,635	99.2%	4,771,650	0.8%	19,509	N/A	Poll	F+A
25	Υ	Pass	No	For	3.6%	563,415,595	96.4%	21,239,968	3.6%	15,231	N/A	Poll	F+A
26	Υ	Pass	No	For	0.6%	581,304,750	99.4%	3,346,324	0.6%	19,720	N/A	Poll	F+A
27	Υ	Pass	No	For	1.8%	574,322,582	98.2%	10,328,491	1.8%	19,720	N/A	Poll	F+A
28	Υ	Pass	No	For	0.3%	583,017,207	99.7%	1,530,070	0.3%	123,516	N/A	Poll	F+A
29	Υ	Pass	No	For	1.2%	577,415,280	98.8%	7,241,081	1.2%	14,433	N/A	Poll	F+A

Approve Consolidated Financial Statements

Arcel	orMittal SA											
_	Date: 05/07/2019 late: 04/23/2019	Country: Luxembo	-		Primary Ticker:	•	): L0302D210		Mee	ting ID: 1	294571	
Primary C	mary CUSIP: L0302D210				Primary	SEDOL: BYPBS	67		Prox	y Level: N/	A	
Earliest Cu	itoff Date: 04/30/2019	Shares Voted: 1,389	830	Votable Sh	nares: 1,389,830	)	Shares on Loa	an: 0	Share	es Instructe	ed: 1,389,83	0
Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Annual Meeting Agenda		Mgmt	No								
1	1 Receive Board's and Auditor's Reports		Mgmt	No								

For

For

No

No

No

Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

Mgmt

Blended Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

Reporting Period: 01/01/2019 to 12/31/2019

## **ArcelorMittal SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
II	Approve Financial Statements		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For audit procedures used.	OR these items is warr	ranted due to a	lack of con	cern regarding	the accounts p	presented or					
	Blended Rationale: A vote FOR to procedures used.	hese items is warranted	d due to a lack	of concern	regarding the	accounts prese	ented or audit					
III	Approve Allocation of Income a of USD 0.20 Per Share	nd Dividends	Mgmt	Yes	For	For		For	For	No	No	No
IV	Approve Remuneration of Direc	tors	Mgmt	Yes	For	For		For	For	No	No	No
V	Approve Discharge of Directors		Mgmt	Yes	For	For		For	For	No	No	No
VI	Reelect Vanisha Mittal Bhatia as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Formembership;* The board is suffice.	•				essary qualifica	ations for board	1				
	Blended Rationale: A vote FOR is membership;* The board is suffice	·				ry qualifications	s for board					
VII	Reelect Suzanne Nimocks as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Formembership;* The board is suffice.	•					ations for board	1				
	Blended Rationale: A vote FOR is membership;* The board is suffice					ry qualifications	s for board					
VIII	Reelect Jeannot Krecke as Direc	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Formembership;* The board is suffice.	•				essary qualifica	ations for board	1				
	Blended Rationale: A vote FOR is membership;* The board is suffice	· ·				ry qualifications	s for board					
IX	Reelect Karel De Gucht as Direc	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Formembership;* The board is suffice	•				essary qualifica	ations for board	1				
	Blended Rationale: A vote FOR is membership;* The board is suffice			-		ry qualifications	s for board					
Χ	Ratify Deloitte as Auditor		Mgmt	Yes	For	For		For	For	No	No	No
XI	Approve Share Plan Grant Unde Performance Share Unit Plan	er the	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	·	Votable Shares		Shares Voted
RARF, RAF	RF	392452	Confirmed		dnicoll	04/15/2019	dnicoll	04/15/2019		1,389,830		1,389,830
								Total Shares	s: =====	1,389,830		1,389,830

**Meeting Results** 

Outstanding Shares Voted: Results Available: Partial



Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
	N												
1	N												
I	Υ	Pass	No	For	0.2%	703,347,723	99.8%	106,519	0.0%	1,463,232	0.2%	Poll	F+A+AB
II	Υ	Pass	No	For	0.2%	703,344,054	99.8%	105,825	0.0%	1,467,595	0.2%	Poll	F+A+AB
III	Υ	Pass	No	For	0.1%	703,882,242	99.9%	145,761	0.0%	889,471	0.1%	Poll	F+A+AB
IV	Υ	Pass	No	For	2.4%	687,608,283	97.5%	16,411,117	2.3%	898,074	0.1%	Poll	F+A+AB
٧	Υ	Pass	No	For	N/A	693,550,280	N/A	5,682,186	N/A	5,685,008	N/A	Poll	F+A+AB
VI	Υ	Pass	No	For	1.3%	695,616,456	98.7%	2,729,998	0.4%	6,571,020	0.9%	Poll	F+A+AB
VII	Υ	Pass	No	For	1.6%	693,394,030	98.4%	4,443,789	0.6%	7,079,655	1.0%	Poll	F+A+AB
VIII	Υ	Pass	No	For	1.6%	693,647,373	98.4%	4,490,835	0.6%	6,779,266	1.0%	Poll	F+A+AB
IX	Υ	Pass	No	For	1.5%	694,364,102	98.5%	3,980,801	0.6%	6,572,571	0.9%	Poll	F+A+AB
X	Υ	Pass	No	For	0.7%	699,773,786	99.3%	4,301,042	0.6%	842,646	0.1%	Poll	F+A+AB
XI	Υ	Pass	No	For	5.7%	664,423,105	94.3%	39,552,381	5.6%	941,988	0.1%	Poll	F+A+AB

# **Barrick Gold Corporation**

Blended Rationale: Vote FOR all proposed nominees.

_	<b>Date:</b> 05/07/2019 <b>Date:</b> 03/08/2019	Country: Canada Meeting Type: Ann	ual		Primar Ticker:	<b>y Security ID</b> ABX	: 067901108		Меє	eting ID: 1	294774	
Primary C	CUSIP: 067901108	Primary ISIN: CA0679	011084		Primary	<b>SEDOL:</b> 202464	14		Prox	xy Level: 3		
Earliest C	utoff Date: 05/02/2019	Shares Voted: 5,233,9	51	Votable Si	nares: 5,233,95	1	Shares on Loa	an: 0	Shar	es Instructe	<b>ed:</b> 5,233,95	1
Total Ball	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Mark Bristow		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nominee	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.2	Elect Director Gustavo A. Cisne	eros	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FC	OR all proposed nominee	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.3	Elect Director Christopher L. Co	oleman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nominee	es.									



# **Barrick Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote : Against ISS
1.4	Elect Director J. Michael Evan	S	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	ees.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.5	Elect Director Brian L. Greens	pun	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	ees.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.6	Elect Director J. Brett Harvey		Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote F	OR all proposed nomine	ees.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.7	Elect Director Andrew J. Quin	n	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	ees.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.8	Elect Director John L. Thornto	on	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	ees.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
2	Approve PricewaterhouseCoo Auditors and Authorize Board Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Executive Co Approach	ompensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RAF	RF	000392452	Confirmed		arussell	05/03/2019	arussell	05/03/2019		5,233,951		5,233,951
								Total Shares	:	5,233,951		5,233,951

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.0%	1,109,397,049	99.0%	11,598,583	1.0%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	14.2%	961,728,848	85.8%	159,266,784	14.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	2.1%	1,097,081,966	97.9%	23,913,666	2.1%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.5%	1,115,881,131	99.5%	5,114,501	0.5%	N/A	N/A	Proxy	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.5	Y	Pass	No	For	3.7%	1,080,022,460	96.3%	40,973,172	3.7%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	3.0%	1,086,915,600	97.0%	34,080,032	3.0%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.0%	1,109,839,622	99.0%	11,156,010	1.0%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	5.2%	1,062,563,191	94.8%	58,432,441	5.2%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	1,146,541,346	92.7%	90,664,103	7.3%	N/A	N/A	Proxy	F+A
3	Y	Pass	No	For	7.9%	1,032,046,230	92.1%	88,949,302	7.9%	N/A	N/A	Proxy	F+A

#### **Yara International ASA**

Meeting Date: 05/07/2019 Record Date:	Country: Norway Meeting Type: Annual	Primary Security ID Ticker: YAR	: R9900C106	Meeting ID: 1280767
Primary CUSIP: R9900C106	CUSIP: R9900C106 Primary ISIN: NO0010208051		59	Proxy Level: N/A
Earliest Cutoff Date: 04/29/2019	Shares Voted: 600,450	Votable Shares: 600,450	Shares on Loan: 0	Shares Instructed: 600,450
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Open Meeting; Approve Notice of Meeting and Agenda	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting form	nalities.									
	Blended Rationale: These are routine meeting formalities	25.									
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting form	nalities.									
	Blended Rationale: These are routine meeting formalities	25.									
3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 6.50 Per Share	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Advisory)	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period.

Blended Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period.



## **Yara International ASA**

Proposal Number	l Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4.2	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Binding)		Mgmt	Yes	For	Against		Against	Abstain	n Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period.											
	Blended Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period.											
5	Approve Company's Corporate Governance Statement		Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Remuneration of Auditors		Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Direc Amount of NOK 646,000 for the NOK 386,000 for the Vice Chair 340,000 for the Other Directors Committee Fees	e Chairman, rman, and NOK	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these remuneration proposals is warranted because of a lack of concern regarding the proposed fees.												
	Blended Rationale: A vote FOR to	hese remuneration pro	posals is warra	nted becaus	se of a lack of	concern regard	ling the propose	ed				
8	Approve Remuneration of Nom Committee	inating	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposals is warranted because of a lack of concern regarding the proposed fees.											
	Blended Rationale: A vote FOR to fees.	hese remuneration pro	posals is warra	nted becaus	se of a lack of	concern regard	ling the propose	ed				
9	Amend Articles Re: Board-Relat	ted	Mgmt	Yes	For	For		For	For	No	No	No
10	Elect Kimberly Lein-Mathisen, Adele Bugge Norman Pran and Hakon Reistad Fure as New Directors		Mgmt	Yes	For	For		For	For	No	No	No
11	Approve NOK 1.4 Million Reduction in Share Capital via Share Cancellation and Redemption; Amend Articles of Association Accordingly		Mgmt	Yes	For	For		For	For	No	No	No
12	Authorize Share Repurchase Program and Cancellation of Repurchased Shares		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
Institutional Account Detail Custodian (IA Name, IA Number) Account Nu		Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares	5	Shares Voted
RARF, RARF 392452		392452	Confirmed		rpestana	04/29/2019	rpestana	04/29/2019		600,450		600,450
								Total Shares		600,450		600,450



#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	170,410,040	N/A	0	N/A	12,144	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	170,408,479	N/A	800	N/A	0	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	169,361,645	N/A	1,048,057	N/A	12,482	N/A	Poll	F+A+AB
4.1	Υ	Pass	No	For	N/A	168,889,260	N/A	1,517,846	N/A	15,078	N/A	Poll	F+A+AB
4.2	Υ	Pass	No	For	N/A	145,758,449	N/A	22,447,223	N/A	2,216,512	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	170,403,463	N/A	3,521	N/A	15,200	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	169,660,179	N/A	747,194	N/A	14,811	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	170,390,415	N/A	5,615	N/A	26,154	N/A	Poll	F+A+AB
8	Υ	Pass	No	For	N/A	170,390,018	N/A	5,602	N/A	26,564	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	N/A	170,001,284	N/A	408,807	N/A	11,593	N/A	Poll	F+A+AB
10	Υ	Pass	No	For	N/A	165,376,597	N/A	1,324,290	N/A	3,721,297	N/A	Poll	F+A+AB
11	Y	Pass	No	For	N/A	170,406,311	N/A	5,171	N/A	10,702	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	N/A	167,524,092	N/A	2,886,761	N/A	11,331	N/A	Poll	F+A+AB

## **Kinross Gold Corporation**

Meeting Date: 05/08/2019 Country: Canada Primary Security ID: 496902404 Meeting ID: 1296063

Record Date: 03/15/2019 Meeting Type: Annual/Special Ticker: K

 Primary CUSIP: 496902404
 Primary ISIN: CA4969024047
 Primary SEDOL: 803Z841
 Proxy Level: 3

Earliest Cutoff Date: 05/03/2019 Shares Voted: 15,932,629 Votable Shares: 15,932,629 Shares on Loan: 0 Shares Instructed: 15,932,629

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Ian Atkinson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.										
	Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.										
1.2	Elect Director John A. Brough	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.										

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

**ISS** >

Reporting Period: 01/01/2019 to 12/31/2019

# **Kinross Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.3	Elect Director Kerry D. Dyte		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	OR all proposed nomine	ees as no signifi	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a.	s no significant	concerns ha	ave been ident	ified at this time	е.					
1.4	Elect Director Ave G. Lethbridg	e	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	OR all proposed nomine	ees as no signifi	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a.	s no significant	concerns ha	ave been ident	ified at this time	е.					
1.5	Elect Director Catherine McLeo	d-Seltzer	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	OR all proposed nomine	ees as no signifi	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a.	s no significant	concerns ha	ave been ident	ified at this time	е.					
1.6	Elect Director Kelly J. Osborne		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	OR all proposed nomine	ees as no signifi	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ident	ified at this time	е.					
1.7	Elect Director J. Paul Rollinson		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	OR all proposed nomine	ees as no signifi	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ident	ified at this time	е.					
1.8	Elect Director David A. Scott		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	OR all proposed nomine	ees as no signifi	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ident	ified at this time	е.					
2	Approve KPMG LLP as Auditors Board to Fix Their Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Amend Restricted Share Plan		Mgmt	Yes	For	For		For	For	No	No	No
4	Advisory Vote on Executive Con Approach	mpensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RAI	RF	000392452	Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		15,932,629		15,932,629
								Total Shares	S:	15,932,629		15,932,629

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.3%	828,058,281	98.7%	11,051,696	1.3%	N/A	N/A	Proxy	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.2	Y	Pass	No	For	12.2%	736,711,093	87.8%	102,398,884	12.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.7%	833,484,366	99.3%	5,625,611	0.7%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.4%	835,496,142	99.6%	3,613,835	0.4%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	6.8%	781,795,781	93.2%	57,314,196	6.8%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.7%	833,256,745	99.3%	5,853,232	0.7%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.6%	833,876,618	99.4%	5,233,359	0.6%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.5%	835,319,636	99.5%	3,790,341	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.5%	922,567,344	99.5%	4,695,862	0.5%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	5.2%	795,330,058	94.8%	43,908,917	5.2%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	24.6%	633,120,686	75.4%	206,123,991	24.6%	N/A	N/A	Proxy	F+A

### **IMV** Inc.

Meeting Date: 05/09/2019 **Primary Security ID:** 44974L103 **Meeting ID:** 1310636 Country: Canada

Record Date: 04/04/2019 Meeting Type: Annual/Special Ticker: IMV

Primary CUSIP: 44974L103 Primary ISIN: CA44974L1031 Primary SEDOL: BG0KDD5 Proxy Level: 3

Earliest Cutoff Date: 05/03/2019 **Shares Voted:** 3,425,428 Votable Shares: 3,425,428  $\textbf{Shares on Loan:} \ 0$ Shares Instructed: 3,425,428

Voting Policy: ISS Additional Police

Total Ball	lots: 1 Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Andrew Sheldon	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	inees as no signif	icant concer	ns have been i	identified at thi	s time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ave been ident	ified at this tim	e.					
1.2	Elect Director James W. Hall	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	inees as no signif	icant concer	ns have been i	identified at thi	s time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ave been identi	ified at this tim	e.					
1.3	Elect Director Julia P. Gregory	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	inees as no signif	icant concer	ns have been i	identified at thi	is time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ave been identi	ified at this tim	e.					
1.4	Elect Director Frederic Ors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	inees as no signif	icant concer	ns have been i	identified at thi	is time.					
	RI 1 1 R (1 1 1 1 1 5 2 R 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		,								

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.



## **IMV** Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.5	Elect Director Wayne Pisano		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signific	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ideni	tified at this time	е.					
1.6	Elect Director Albert Scardino		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signific	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ideni	tified at this time	e.					
1.7	Elect Director Shermaine Tilley	,	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signific	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ideni	tified at this time	e.					
1.8	Elect Director Markus Warmutl	1	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signific	cant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees a	s no significant	concerns ha	ave been ideni	tified at this time	e.					
2	Approve PricewaterhouseCoop Auditors and Authorize Board ( Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Amend Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Stock Option Plan Gra	ants	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		rpestana	05/02/2019	rpestana	05/02/2019		3,425,428		3,425,428
								Total Shares		3,425,428		3,425,428

### **Meeting Results**

Outstanding Shares Voted: 50,597,306 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	24.7%	19,660,721	75.3%	6,453,596	24.7%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	13.2%	22,672,109	86.8%	3,442,209	13.2%	N/A	N/A	Proxy	F+A
1.3	Y	Pass	No	For	0.1%	26,089,068	99.9%	25,249	0.1%	N/A	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.1%	26,090,880	99.9%	23,437	0.1%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.9%	25,871,567	99.1%	242,750	0.9%	N/A	N/A	Proxy	F+A
1.6	Y	Pass	No	For	0.1%	26,080,889	99.9%	33,428	0.1%	N/A	N/A	Proxy	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.7	Y	Pass	No	For	0.9%	25,867,251	99.1%	247,066	0.9%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.5%	25,989,068	99.5%	125,249	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.1%	26,794,221	99.9%	24,644	0.1%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	18.6%	21,258,144	81.4%	4,856,173	18.6%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	18.3%	21,336,564	81.7%	4,777,753	18.3%	N/A	N/A	Proxy	F+A

## **Wheaton Precious Metals Corp.**

Meeting Date: 05/09/2019 Country: Canada Primary Security ID: 962879102 Meeting ID: 1297855

**Record Date:** 03/20/2019 **Meeting Type:** Annual/Special **Ticker:** WPM

 Primary CUSIP: 962879102
 Primary ISIN: CA9628791027
 Primary SEDOL: BF13KN5
 Proxy Level: 3

Earliest Cutoff Date: 05/06/2019 Shares Voted: 2,510,613 Votable Shares: 2,510,613 Shares on Loan: 0 Shares Instructed: 2,510,613

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Total Ball	lots: 1 Voting Policy:	ISS				Additional Po	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
a1	Elect Director George L. Brack	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed n	ominees as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all proposed nomin	ees as no significant	concerns ha	ave been identi	ified at this time	e.					
a2	Elect Director John A. Brough	Mgmt	Yes	For	For		For	ting Vote Instruction Against Against Against Mgmt Pour	Yes	Yes	
	Voting Policy Rationale: Vote FOR all proposed n	ominees as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all proposed nomin	ees as no significant	concerns ha	ave been identi	ified at this time	e.					
a3	Elect Director R. Peter Gillin	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed n	ominees as no signifi	cant concer	ns have been i	dentified at this	s time.			Against Mgmt     Against Policy       Yes     Yes       Yes     Yes       Yes     Yes       No     No       Yes     Yes		
	Blended Rationale: Vote FOR all proposed nomin	ees as no significant	concerns ha	ave been identi	ified at this time	e.					
a4	Elect Director Chantal Gosselin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed n	ominees as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all proposed nomin	ees as no significant	concerns ha	ave been identi	ified at this time	е.					
a5	Elect Director Douglas M. Holtby	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed n	ominees as no signifi	cant concer	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed nomin	ees as no significant	concerns ha	ave been identi	ified at this time	e.					
a6	Elect Director Charles A. Jeannes	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed n	ominees as no signifi	cant concer	ns have been i	dentified at this	s time.					
	Blended Rationale: Vote FOR all proposed nomin	ees as no significant	concerns ha	ave been identi	ified at this time	e.					



# **Wheaton Precious Metals Corp.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
a7	Elect Director Eduardo Luna		Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote P	OR all proposed nomina	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR a	all proposed nominees a	as no significant	concerns ha	ave been ideni	tified at this time	е.					
a8	Elect Director Marilyn Schonb	erner	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote P	OR all proposed nomina	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR a	all proposed nominees a	as no significant	concerns ha	ave been ideni	tified at this time	е.					
a9	Elect Director Randy V. J. Sm	allwood	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote P	FOR all proposed nomina	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR a	all proposed nominees a	as no significant	concerns ha	ave been ideni	tified at this time	e.					
b	Approve Deloitte LLP as Audi Authorize Board to Fix Their		Mgmt	Yes	For	For		For	For	No	No	No
С	Advisory Vote on Executive C Approach	ompensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails .											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RARF, RAR	RF	000392452	Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		2,510,613		2,510,613
								Total Shares	<u></u>	2,510,613		2,510,613

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
a1	Y	Pass	No	For	4.2%	278,125,184	95.8%	12,139,328	4.2%	N/A	N/A	Proxy	F+A
a2	Υ	Pass	No	For	7.8%	267,610,467	92.2%	22,654,045	7.8%	N/A	N/A	Proxy	F+A
a3	Υ	Pass	No	For	9.8%	261,747,140	90.2%	28,517,372	9.8%	N/A	N/A	Proxy	F+A
a4	Υ	Pass	No	For	0.2%	289,541,110	99.8%	723,402	0.2%	N/A	N/A	Proxy	F+A
a5	Υ	Pass	No	For	6.9%	270,253,706	93.1%	20,010,806	6.9%	N/A	N/A	Proxy	F+A
a6	Υ	Pass	No	For	0.6%	288,643,472	99.4%	1,621,040	0.6%	N/A	N/A	Proxy	F+A
a7	Υ	Pass	No	For	10.4%	260,173,733	89.6%	30,090,779	10.4%	N/A	N/A	Proxy	F+A
a8	Υ	Pass	No	For	0.9%	287,667,742	99.1%	2,596,770	0.9%	N/A	N/A	Proxy	F+A
a9	Υ	Pass	No	For	1.3%	286,540,065	98.7%	3,724,447	1.3%	N/A	N/A	Proxy	F+A
b	Υ	Pass	No	For	0.9%	345,813,117	99.1%	3,258,609	0.9%	N/A	N/A	Proxy	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
С	Υ	Pass	No	For	6.0%	272.953.764	94.0%	17.310.476	6.0%	N/A	N/A	Proxy	F+A

### **Deutsche Post AG**

Meeting Date: 05/15/2019 Country: Germany Primary Security ID: D19225107 Meeting ID: 1299281

Record Date: Meeting Type: Annual Ticker: DPW

 Primary CUSIP: D19225107
 Primary ISIN: DE0005552004
 Primary SEDOL: 4617859
 Proxy Level: N/A

Earliest Cutoff Date: 05/03/2019 Shares Voted: 1,111,449 Votable Shares: 1,111,449 Shares on Loan: 0 Shares Instructed: 1,111,449

Total Ballots: 1 Voting Policy: ISS Additional Policy:

voting Folicy. 155					Additional Fol	,.				
Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)	Mgmt	No								
Approve Allocation of Income and Dividends of EUR 1.15 per Share	Mgmt	Yes	For	For		For	For	No	No	No
Approve Discharge of Management Board for Fiscal 2018	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: Votes FOR these proposals are their fiduciary duties.	warranted as t	there is no e	evidence that t	he boards have	not fulfilled					
	anted as there	is no evidei	nce that the bo	oards have not	fulfilled their					
Approve Discharge of Supervisory Board for Fiscal 2018	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: Votes FOR these proposals are their fiduciary duties.	warranted as t	there is no e	evidence that t	he boards have	not fulfilled					
• •	anted as there	is no evidei	nce that the bo	pards have not	fulfilled their					
Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019	Mgmt	Yes	For	For		For	For	No	No	No
Reelect Simone Menne to the Supervisory Board	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrar	nted.								
Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
Reelect Stefan Schulte to the Supervisory Board	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrar	nted.								
Blended Rationale: Votes FOR the proposed nominees a	are warranted.									
	Mgmt	Yes	For	For		For	For	No	No	No
	Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends of EUR 1.15 per Share  Approve Discharge of Management Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warr fiduciary duties.  Approve Discharge of Supervisory Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warr fiduciary duties.  Blended Rationale: Votes FOR these proposals are warr fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Board  Voting Policy Rationale: Votes FOR the proposed nominess a Reelect Stefan Schulte to the Supervisory Board  Voting Policy Rationale: Votes FOR the proposed nominees a	Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends of EUR 1.15 per Share  Approve Discharge of Management Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there fiduciary duties.  Approve Discharge of Supervisory Board for Mgmt Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there fiduciary duties.  Approve Discharge of Supervisory Board for Mgmt Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Mgmt Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Mgmt Board  Voting Policy Rationale: Votes FOR the proposed nominees are warranted.  Reelect Stefan Schulte to the Supervisory Mgmt Board	Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends of EUR 1.15 per Share  Approve Discharge of Management Board for Mgmt Yes Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no etheir fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no etheir fiduciary duties.  Approve Discharge of Supervisory Board for Mgmt Yes Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evider fiduciary duties.  Approve Discharge of Supervisory Board for Mgmt Yes Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evider fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evider fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Mgmt Yes Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Mgmt Yes Board  Voting Policy Rationale: Votes FOR the proposed nominees are warranted.  Blended Rationale: Votes FOR the proposed nominees are warranted.  Reelect Stefan Schulte to the Supervisory Mgmt Yes Board  Voting Policy Rationale: Votes FOR the proposed nominees are warranted.	Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends Approve Discharge of Management Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the befolding duties.  Approve Discharge of Supervisory Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the befolding duties.  Approve Discharge of Supervisory Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the befolding duties.  Approve Discharge of Supervisory Board for Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the befolding duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the befolding duties.  Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Mgmt Yes For Board  Voting Policy Rationale: Votes FOR the proposed nominees are warranted.  Blended Rationale: Votes FOR the proposed nominees are warranted.  Reelect Stefan Schulte to the Supervisory Mgmt Yes For	Proposal Text  Proposal Text  Mgmt  No  Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends of EUR 1.15 per Share  Approve Discharge of Management Board for Mgmt Yes For For Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fiduciary duties.  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Mgmt Yes For For Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Mgmt Yes For For For Board  Voting Policy Rationale: Votes FOR the proposed nominees are warranted.  Reelect Stefan Schulte to the Supervisory Mgmt Yes For For For Board	Proposal Text Proponent Proposal Mgmt Rec ISS Rec Additional Policy Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends of EUR 1.15 per Share  Approve Discharge of Management Board for Fiscal 2018 (Non-Voting)  Approve Discharge of Management Board for Fiscal 2018 (Non-Voting)  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.  Approve Discharge of Supervisory Board for Mgmt Yes For For For Fiscal 2018  Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.  Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.  Ratify PricewaterhouseCoopers GmbH as Mgmt Yes For For For Auditors for Fiscal 2019  Reelect Simone Menne to the Supervisory Mgmt Yes For For For Board  Voting Policy Rationale: Votes FOR the proposed nominees are warranted.  Blended Rationale: Votes FOR the proposed nominees are warranted.  Reelect Stefan Schulte to the Supervisory Mgmt Yes For For For Board	Proposal Text Proposal Wight Receive Financial Statements and Statutory Receive Financial Statements and Statutory Reports for Fiscal 2018 (Non-Voting)  Approve Allocation of Income and Dividends Approve Discharge of Management Board for Mgmt Yes For For For  Approve Discharge of Management Board for Mgmt Yes For	Proposal Text Proposal Mgmt No  Receive Financial Statements and Statutory Receive Financial Statements and Statutory Approve Allocation of Income and Dividends of EUR 1.15 per Share Approve Discharge of Management Board for Fiscal 2018  No  Mgmt Yes For	Proposal Text Proposal With Proposal With Proposal With With Proposal With With Proposal With With With With With With With With	Proposal Text Proposal Warth Proposed Wagnite Works POR the sproposed moninees are warranted.  Working Policy Rationale: Votes FOR the sproposed moninees are warranted wather is no evidence that the boards have not fulfilled their fiduciary duties.  Biended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties.  Approve Discharge of Supervisory Board for Mgmt Yes For

Blended Rationale: Votes FOR the proposed nominees are warranted.



#### **Deutsche Post AG**

Bal	llot	De	tai	ls
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Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452 Confirmed		rpestana	04/29/2019	rpestana 04/29/2019		1,111,449	1,111,449
						Total Shares:	1,111,449	1,111,449

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	N												
2	Υ	Pass	No	For	0.1%	815,642,822	99.9%	706,657	0.1%	423,352	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	2.6%	795,495,416	97.4%	8,126,819	1.0%	13,119,163	1.6%	Poll	F+A+AB
5	Υ	Pass	No	For	4.9%	776,301,625	95.1%	453,810	0.1%	39,969,776	4.9%	Poll	F+A+AB
6.1	Y	Pass	No	For	1.1%	807,314,420	98.8%	8,231,297	1.0%	1,192,867	0.1%	Poll	F+A+AB
6.2	Y	Pass	No	For	14.9%	694,619,650	85.0%	120,847,027	14.8%	1,255,193	0.2%	Poll	F+A+AB
6.3	Y	Pass	No	For	0.9%	809,076,004	99.1%	6,268,802	0.8%	1,370,522	0.2%	Poll	F+A+AB

### **Secure Trust Bank Plc**

Meeting Date: 05/15/2019 Country: United Kingdom Primary Security ID: G8014H102 Meeting ID: 1314531

Record Date: 05/13/2019 Meeting Type: Annual Ticker: STB

Primary CUSIP: G8014H102 Primary ISIN: GB00B6TKHP66 Primary SEDOL: B6TKHP6 Proxy Level: N/A

Earliest Cutoff Date: 05/09/2019 Shares Voted: 690,684 Votable Shares: 690,684 Shares on Loan: 0 Shares Instructed: 690,684

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Lord Michael Forsyth as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe) and Paul Myers is warranted because no significant concerns have been identified.

Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified.

Reporting Period: 01/01/2019 to 12/31/2019

## **Secure Trust Bank Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Re-elect Ann Berresford as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne	,. ,					
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne						
5	Re-elect Neeraj Kapur as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne	-					
6	Re-elect Paul Lynam as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of LC Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne	•					
7	Re-elect Paul Marrow as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne	-					
8	Re-elect Victoria Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne	,,					
	Blended Rationale: A vote FOR the re-election of Lord M. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne						
9	Elect Baroness Lucy Neville-Rolfe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	oness Lucy Ne						
		icause no signi iichael Forsyth Victoria Stew	ificant conce (The Rt Ho art and the	erns have beer In Lord Forsyth election of Bal	n identified. n of Drumlean), roness Lucy Ne	. Dorothy					

Reporting Period: 01/01/2019 to 12/31/2019

### **Secure Trust Bank Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Paul Myers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of L Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	d Victoria Stew	art and the	election of Bai	oness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	d Victoria Stew	vart and the	election of Bai	oness Lucy Ne	•					
11	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
13	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.										
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	sed amounts a	nd durations a	re within					
15	Authorise Issue of Equity in Relation to Additional Tier 1 Securities	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Additional Tier 1 Securities convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals a and* The conversion into ordinary shares would require weakness well beyond the Company's current position a										
	Blended Rationale: A vote FOR these resolutions is warn Company were to issue Additional Tier 1 Securities ("An convert into ordinary shares, this would result in signific support are: * Such authorities are common proposals a and * The conversion into ordinary shares would require weakness well beyond the Company's current position a	T1 Securities") cant dilution to at UK banks an e the CET1 rati	and a trigge n non-participed are intendion to to fall to a	er event were i pating shareho led to apply in a level which w	to occur, causii olders.The maii extreme circui	ng them to n reasons for mstances only;					
16	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is warn recommended limits.	ranted because	e the propos	sed amounts a	nd durations a	re within					
17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is wan	ranted because	e the propos	sed amounts a	nd durations a	re within					

Reporting Period: 01/01/2019 to 12/31/2019

### **Secure Trust Bank Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
18	Authorise Issue of Equity without Pr Rights in Relation to Additional Tier Securities	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR to the Company were to issue Additional convert into ordinary shares, this wou support are:* Such authorities are co and* The conversion into ordinary sharess well beyond the Company's											
	Blended Rationale: A vote FOR these Company were to issue Additional Tie convert into ordinary shares, this wou support are:* Such authorities are co and* The conversion into ordinary sh weakness well beyond the Company's	er 1 Securities ("AT1 uld result in significa ammon proposals at ares would require t	Securities") on the dilution to UK banks and the CET1 ratio	and a trigge non-particip d are intend o to fall to a	er event were to pating sharehood led to apply in to plevel which wo	o occur, causin dders.The main extreme circun	ng them to reasons for nstances only;					
19	Authorise Market Purchase of Ordina	ary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to Call Gene Meeting with Two Weeks' Notice	eral	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
		ustodian ccount Number	Ballot State	ıs	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares	:	Shares Voted
RARF, RAF	RF 39	92452	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		690,684		690,684

Total Shares:

690,684

690,684

#### **Meeting Results**

Outstanding Shares Voted: 18,476,628 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
7	Y	Pass	No	For	3.1%	15,733,947	96.9%	496,099	3.1%	188	N/A	Poll	F+A
8	Y	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
9	Y	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
10	Y	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
11	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
12	Υ	Pass	No	For	0.0%	16,230,162	100.0%	0	0.0%	72	N/A	Poll	F+A
13	Υ	Pass	No	For	0.0%	15,733,875	100.0%	260	0.0%	496,099	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	16,229,974	100.0%	188	0.0%	72	N/A	Poll	F+A
15	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	16,229,834	100.0%	328	0.0%	72	N/A	Poll	F+A
17	Υ	Pass	No	For	3.1%	15,733,735	96.9%	496,427	3.1%	72	N/A	Poll	F+A
18	Υ	Pass	No	For	3.1%	15,732,296	96.9%	497,866	3.1%	72	N/A	Poll	F+A
19	Υ	Pass	No	For	3.1%	15,734,063	96.9%	496,099	3.1%	72	N/A	Poll	F+A
20	Υ	Pass	No	For	7.1%	15,078,801	92.9%	1,151,433	7.1%	0	N/A	Poll	F+A

## **Lloyds Banking Group Plc**

Meeting Date: 05/16/2019Country: United KingdomPrimary Security ID: G5533W248Meeting ID: 1307816

Record Date: 05/14/2019 Meeting Type: Annual Ticker: LLOY

 Primary CUSIP: G5533W248
 Primary ISIN: GB0008706128
 Primary SEDOL: 0870612
 Proxy Level: N/A

Earliest Cutoff Date: 05/10/2019 Shares Voted: 94,127,292 Votable Shares: 94,127,292 Shares on Loan: 0 Shares Instructed: 94,127,292

Total Ballots: 1 Voting Policy: ISS Additional Policy:

rotar ban	our roung roucy 155					Additionali	cy.				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Elect Amanda Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	s warranted as	no significa	nt concerns ha	ve been identii	fied.					
	Blended Rationale: A vote FOR these candidates is was	ranted as no s	ignificant co	ncerns have be	een identified.						
3	Re-elect Lord Blackwell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	s warranted as	no significa	nt concerns ha	ve been identii	fied.					
	Blended Rationale: A vote FOR these candidates is wan	ranted as no s	ignificant co	ncerns have be	een identified.						
4	Re-elect Juan Colombas as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	s warranted as	no significa	nt concerns ha	ve been identii	fied.					
	Blended Rationale: A vote FOR these candidates is was	rranted as no s	ignificant co	ncerns have be	een identified.						
5	Re-elect George Culmer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	s warranted as	no significa	nt concerns ha	ve been identii	fied.					

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



# **Lloyds Banking Group Plc**

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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS			
6	Re-elect Alan Dickinson as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.								
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
7	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identiff	ied.								
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
8	Re-elect Simon Henry as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.								
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
9	Re-elect Antonio Horta-Osorio as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.								
	Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.													
10	Re-elect Lord Lupton as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.													
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
11	Re-elect Nick Prettejohn as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.								
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
12	Re-elect Stuart Sinclair as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.								
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
13	Re-elect Sara Weller as Director	Mgmt	Yes	For	For		For	For	No	No	No			
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.								
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.									
14	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No			
15	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No			
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No			
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No			
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No			



# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pr	roposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	rranted because	e the propos	ed amounts a	nd durations a	re within					
20	Authorise Issue of Equity in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Regulatory Capital Convert: convert into ordinary shares, this would result in signifi- support are:* Such authorities are common proposals and* The conversion into ordinary shares would requir- weakness well beyond the Company's current position	ible Instrument icant dilution to at UK banks an e the CET1 rati	ts and a trigg n non-particip nd are intend io to fall to a	ger event wer pating shareho led to apply in plevel which w	e to occur, cau olders.The mail extreme circul	sing them to n reasons for mstances only;					
	Blended Rationale: A vote FOR these resolutions is wan Company were to issue Regulatory Capital Convertible into ordinary shares, this would result in significant dilu are:* Such authorities are common proposals at UK ba conversion into ordinary shares would require the CET. well beyond the Company's current position and minim										
21	Authorise Issue of Equity without Pre-emptive Rights	For	No	No	No						
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.										
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	rranted because	e the propos	sed amounts a	nd durations a	re within					
22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pr	roposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	rranted because	e the propos	ed amounts a	nd durations a	re within					
23	Authorise Issue of Equity without Pre-Emptive Rights in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted, although this is not without concern for shareholders:* If the Company were to issue Regulatory Capital Convertible Instruments 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 CET1 ratio to fall to a level which would denote significant capital weakness well beyond the Company's current position and minimum regulatory requirements.										
	Blended Rationale: A vote FOR these resolutions is war Company were to issue Regulatory Capital Convertible into ordinary shares, this would result in significant dilu are:* Such authorities are common proposals at UK ba conversion into ordinary shares would require the CET. well beyond the Company's current position and minim	Instruments an ution to non-pa nks and are int 1 ratio to fall to	nd a trigger of rticipating sl tended to ap of a level which	event were to hareholders.Tl ply in extreme ch would dend	occur, causing he main reason e circumstance.	them to convert s for support s only; and* The	•				
24	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
25	Authorise Market Purchase of Pre Shares	eference	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares		Shares Voted
RARF, RAR	F	392452	Confirmed		rpestana	05/07/2019	rpestana	05/07/2019		94,127,292		94,127,292
								Total Shares:	9	4,127,292		94,127,292

### **Meeting Results**

Outstanding Shares Voted: 71,123,428,837

Results Available: Partial

	-												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.3%	47,785,733,941	99.7%	148,348,350	0.3%	184,438,206	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	48,024,736,675	99.9%	68,300,637	0.1%	25,202,188	N/A	Poll	F+A
3	Υ	Pass	No	For	2.1%	47,101,013,054	97.9%	985,874,302	2.1%	31,602,874	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	47,989,682,805	99.8%	96,697,154	0.2%	32,025,658	N/A	Poll	F+A
5	Υ	Pass	No	For	0.4%	47,913,414,373	99.6%	180,278,070	0.4%	24,699,074	N/A	Poll	F+A
6	Y	Pass	No	For	0.8%	47,684,830,042	99.2%	408,015,680	0.8%	25,428,315	N/A	Poll	F+A
7	Y	Pass	No	For	0.8%	47,722,800,912	99.2%	369,905,366	0.8%	25,633,847	N/A	Poll	F+A
8	Y	Pass	No	For	0.7%	47,510,325,705	99.3%	351,758,420	0.7%	256,201,056	N/A	Poll	F+A
9	Y	Pass	No	For	0.3%	47,963,966,754	99.7%	132,339,055	0.3%	22,330,021	N/A	Poll	F+A
10	Y	Pass	No	For	0.2%	47,982,423,799	99.8%	112,375,613	0.2%	23,560,196	N/A	Poll	F+A
11	Y	Pass	No	For	0.9%	47,654,113,281	99.1%	438,628,409	0.9%	25,493,322	N/A	Poll	F+A
12	Y	Pass	No	For	1.3%	47,379,947,299	98.7%	604,386,297	1.3%	133,960,671	N/A	Poll	F+A
13	Y	Pass	No	For	0.6%	47,804,630,953	99.4%	288,111,342	0.6%	25,416,211	N/A	Poll	F+A
14	Υ	Pass	No	For	8.0%	43,322,040,325	92.0%	3,790,209,325	8.0%	1,005,742,886	N/A	Poll	F+A
15	Υ	Pass	No	For	0.0%	48,097,859,582	100.0%	12,499,432	0.0%	8,512,008	N/A	Poll	F+A
16	Υ	Pass	No	For	3.3%	46,528,667,731	96.7%	1,565,806,040	3.3%	23,916,920	N/A	Poll	F+A
17	Υ	Pass	No	For	0.9%	47,678,044,910	99.1%	416,376,288	0.9%	23,706,607	N/A	Poll	F+A
18	Y	Pass	No	For	2.3%	46,864,238,390	97.7%	1,107,633,594	2.3%	146,524,935	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
19	Y	Pass	No	For	6.2%	45,121,399,306	93.8%	2,975,136,829	6.2%	21,713,986	N/A	Poll	F+A
20	Υ	Pass	No	For	2.3%	46,935,561,284	97.7%	1,123,708,172	2.3%	58,854,097	N/A	Poll	F+A
21	Υ	Pass	No	For	1.6%	47,313,321,561	98.4%	769,976,251	1.6%	34,688,516	N/A	Poll	F+A
22	Υ	Pass	No	For	5.1%	45,508,011,152	94.9%	2,455,006,275	5.1%	154,964,887	N/A	Poll	F+A
23	Υ	Pass	No	For	3.2%	46,553,830,344	96.8%	1,528,709,445	3.2%	35,417,743	N/A	Poll	F+A
24	Υ	Pass	No	For	1.3%	47,474,944,933	98.7%	601,205,669	1.3%	42,246,360	N/A	Poll	F+A
25	Υ	Pass	No	For	0.2%	47,997,916,108	99.8%	106,103,249	0.2%	14,147,129	N/A	Poll	F+A
26	Y	Pass	No	For	5.0%	45,710,835,874	95.0%	2,386,234,795	5.0%	20,925,242	N/A	Poll	F+A

## **Woodford Patient Capital Trust Plc**

Meeting Date: 05/16/2019 Country: United Kingdom Primary Security ID: G97424108 Meeting ID: 1322374

Record Date: 05/14/2019 Meeting Type: Annual Ticker: WPCT

Primary CUSIP: G97424108 Primary ISIN: GB00BVG1CF25 Primary SEDOL: BVG1CF2 Proxy Level: N/A

Earliest Cutoff Date: 05/10/2019 Shares Voted: 12,410,964 Votable Shares: 12,410,964 Shares on Loan: 0 Shares Instructed: 12,410,964

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against **Proposal Text** ISS Rec **Policy Rec** Number Proponent Proposal **Mgmt Rec Policy Rec** Instruction Mgmt Policy ISS 1 Accept Financial Statements and Statutory Mgmt Yes For For No No For For No Reports 2 Approve Remuneration Report Mgmt Yes For For For For No No No Approve Remuneration Policy 3 Mgmt Yes For For For For No No No

Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

### **Woodford Patient Capital Trust Plc**

external commitments will be kept under review.

Re-elect Scott Brown as Director

Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
Re-elect Susan Searle as Director	Mgmt	Yes	For	For		For	For	No	No	No
because:* Apart from her role as Chair of the Company as Chair of another publicly listed company, which could in the Company. The main reason for support is:* Most Woodford Investment Management LLP, the Company's vote FOR the re-election of Scott Brown, Steven Harris have been identified. Item 6A vote FOR the re-election of because:* Apart from her role as NED of the Company, could potentially compromise her ability to commit sufficient of the outside directorship roles are at investment to	or, she also served potentially co of her outside of portfolio man and Dame Lou of Carolan Dob of she also serve icient time to h usts. Taking th	es as NED a ompromise h directorship ager, in the ise Makin is son is warra es as Chair a er role in th	nt three other paper ability to consider a consideration of the consideration of the consideration of the consideration of the company. The consideration of the company of	nublicly listed of the current to the current ded companies cause no signing it is not with ablicly listed companie main reason	companies as went time to her ro t holdings of s.Items 5, 7 & 8. ificant concerns tout concern ompanies which n for support is:	<i>le</i> 4				
Apart from her role as Chair of the Company, she also so fanother publicly listed company, which could potentic Company. The main reason for support is:* Most of her Investment Management LLP, the Company's portfolious the re-election of Scott Brown, Steven Harris and Dame identified. Item 6A vote FOR the re-election of Carolan Lafrom her role as NED of the Company, she also serves compromise her ability to commit sufficient time to her	serves as NED ally compromis outside directo manager, in th c Louise Makin Dobson is warn as Chair at foul role in the Con	at three oth se her ability orship roles a ese publicly is warranted anted, altho r other publi mpany. The r	er publicly lister  to commit sur  are due to the  traded compa-  d because no s  ugh it is not w  icly listed compa-  main reason fo	ed companies  fficient time to  current holdii  nies. Items 5,  significant con-  ithout concern  panies which of  r support is:*	as well as Chair o her role in the ngs of Woodford 7 & 8A vote FOR cerns have been n because:* Apa could potentially All of her outsid	? ? rt				
	Re-elect Susan Searle as Director  Voting Policy Rationale: Item 4A vote FOR the re-election because: * Apart from her role as Chair of the Company, as Chair of another publicly listed company, which could in the Company. The main reason for support is: * Most Woodford Investment Management LLP, the Company! wote FOR the re-election of Scott Brown, Steven Harris have been identified. Item 6A vote FOR the re-election of because: * Apart from her role as NED of the Company, could potentially compromise her ability to commit sufficient for her outside directorship roles are at investment trappropriate. Her external commitments will be kept und Blended Rationale: Item 4A vote FOR the re-election of Apart from her role as Chair of the Company, she also so fanother publicly listed company, which could potential Company. The main reason for support is: * Most of her Investment Management LLP, the Company's portfolio the re-election of Scott Brown, Steven Harris and Dame identified. Item 6A vote FOR the re-election of Carolan Laftom her role as NED of the Company, she also serves compromise her ability to commit sufficient time to her	Re-elect Susan Searle as Director Mgmt  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Servas Chair of another publicly listed company, which could potentially coin the Company. The main reason for support is:* Most of her outside Woodford Investment Management LLP, the Company's portfolio man wote FOR the re-election of Scott Brown, Steven Harris and Dame Lou have been identified. Item 6A vote FOR the re-election of Carolan Dobb because: * Apart from her role as NED of the Company, she also serve could potentially compromise her ability to commit sufficient time to hall of her outside directorship roles are at investment trusts. Taking the appropriate. Her external commitments will be kept under review.  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle of another publicly listed company, which could potentially compromise Company. The main reason for support is: * Most of her outside director Investment Management LLP, the Company's portfolio manager, in the the re-election of Scott Brown, Steven Harris and Dame Louise Makin identified. Item 6A vote FOR the re-election of Carolan Dobson is warm from her role as NED of the Company, she also serves as Chair at four compromise her ability to commit sufficient time to her role in the Company she also serves as Chair at four compromise her ability to commit sufficient time to her role in the Company she also serves as Chair at four compromise her ability to commit sufficient time to her role in the Company she also serves as Chair at four compromise her ability to commit sufficient time to her role in the Company compromise her ability to commit sufficient time to her role in the Company compromise her ability to commit sufficient time to her role in the Company compromise her ability to commit sufficient time to her role in the Company compromise her ability to commit sufficient time to her role in the Company compromise her ability to commit sufficient time to her role in the Company compromise her ability to commit sufficie	Re-elect Susan Searle as Director Mgmt Yes  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warra because:* Apart from her role as Chair of the Company, she also serves as NED at as Chair of another publicly listed company, which could potentially compromise to in the Company. The main reason for support is:* Most of her outside directorship in the Company. The main reason for support is:* Most of her outside directorship woodford Investment Management LLP, the Company's portfolio manager, in the vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warra because: * Apart from her role as NED of the Company, she also serves as Chair a could potentially compromise her ability to commit sufficient time to her role in th All of her outside directorship roles are at investment trusts. Taking this into acco- appropriate. Her external commitments will be kept under review.  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted Apart from her role as Chair of the Company, she also serves as NED at three oth of another publicly listed company, which could potentially compromise her ability Company. The main reason for support is:* Most of her outside directorship roles. Investment Management LLP, the Company's portfolio manager, in these publicly the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, altho from her role as NED of the Company, she also serves as Chair at four other public compromise her ability to commit sufficient time to her role in the Company. The no	Re-elect Susan Searle as Director Mgmt Yes For  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although because:* Apart from her role as Chair of the Company, she also serves as NED at three other pass Chair of another publicly listed company, which could potentially compromise her ability to continuous in the Company. The main reason for support is:* Most of her outside directorship roles are due Woodford Investment Management LLP, the Company's portfolio manager, in these publicly trade vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because:* Apart from her role as NED of the Company, she also serves as Chair at four other publicly potentially compromise her ability to commit sufficient time to her role in the Company. The All of her outside directorship roles are at investment trusts. Taking this into account, a degree of appropriate. Her external commitments will be kept under review.  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is a fanother publicly listed company, which could potentially compromise her ability to commit sufficient time to her role as Chair of the Company, she also serves as NED at three other publicly listed company. The main reason for support is:* Most of her outside directorship roles are due to the Investment Management LLP, the Company's portfolio manager, in these publicly traded compather re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no sidentified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not we from her role as NED of the Company, she also serves as Chair at four other publicly listed company compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:* Most of her outside directorship roles are due to the Investment Management LLP, the Company's portfolio manager, in these publicly traded company the re-election of Scott B	Re-elect Susan Searle as Director  Mgmt  Yes  For  For  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not with because:* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficien in the Company. The main reason for support is:* Most of her outside directorship roles are due to the current woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companie wote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant in the Company is a specific or could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is appropriate. Her external commitments will be kept under review.  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies of another publicly listed companies of another publicly listed company is:* Most of her outside directorship roles are due to the current holdi. Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant continuestment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant continuents and Dame Louise Makin is warranted because no significant continuents and Dame Louise Makin is warranted because no significant continuents and Dame Louise Makin is warranted because no significant continue	Re-elect Susan Searle as Director Mgmt Yes For For  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as we as Chair of another publicly listed companies is warranted, although it is not without concern in the Company. The main reason for support is:* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8 wote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed companies, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8 & vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no	Re-elect Susan Searle as Director  Mgmt Yes For For For  For  For  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed companies as well as Chair of another publicly listed companies as well as Chair of another publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A wote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:*  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin i	Re-elect Susan Searle as Director Mgmt Yes For	Re-elect Susan Searle as Director Mgmt Yes For For For For For For For No  Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because: *Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed companies for support is: *Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Item 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted, although it is not without concern because: *Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company is a served appropriate. Her external commitments will be kept under review.  Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because: * Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: *Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly Itaded companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: *Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly listed companies which could potentially compromise her ability to commit sufficient time to	Re-elect Susan Searle as Director Mgmt Yes For For For For For For No No No Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed companies, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8 As vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted, although it is not without concern because: * Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: * May not be publicly in the company in the company. The main reason for support is: * Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed companies, items 5, 7 & 8 A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because: * Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed companies, items 5, 7 & 8 A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election o

Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:\* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

Mgmt

Yes

For

For

For

No

No

No

Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\*
Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because: \* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: \* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

### **Woodford Patient Capital Trust Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Re-elect Carolan Dobson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4A vote FOR the re-election										

Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because: \* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: \* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\*
Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because: \* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: \* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

7 Re-elect Steven Harris as Director

Mgmt

F

Yes

For

For

For

No

No

No

Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:\* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\*
Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because: \* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is: \* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.



# **Woodford Patient Capital Trust Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
8	Re-elect Dame Louise Makin as D	virector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4A vustices because:* Apart from her role as Cas Chair of another publicly listed of in the Company. The main reason of Woodford Investment Management vote FOR the re-election of Scott Estave been identified. Item 6A vote because:* Apart from her role as Noted to potentially compromise her ad All of her outside directorship roles appropriate. Her external commitments	Chair of the Compan; company, which cou for support is:* Mos It LLP, the Company Brown, Steven Harris FOR the re-election VED of the Company ability to commit suls are at investment	ny, she also serv uld potentially co it of her outside v's portfolio man is and Dame Lou in of Carolan Dob y, she also serve fficient time to h trusts. Taking th	res as NED a compromise a directorship ager, in the vise Makin is ason is warra as as Chair a mer role in the	at three other her ability to control or roles are due see publicly trains warranted becanted, althought four other processor of the Company. The	publicly listed of commit sufficient to the current ded companies ecause no signific it is not withoublicly listed companies the main reason	ompanies as w t time to her ro holdings of .Items 5, 7 & 8 ficant concerns out concern impanies which for support is:	ole 24				
	Blended Rationale: Item 4A vote FA Apart from her role as Chair of the of another publicly listed company, Company. The main reason for sup Investment Management LLP, the the re-election of Scott Brown, Steidentified. Item 6A vote FOR the refrom her role as NED of the Compacompromise her ability to commits directorship roles are at investment external commitments will be kept	Company, she also which could poten port is:* Most of he Company's portfolic ven Harris and Dam- election of Carolan any, she also serves sufficient time to he t trusts. Taking this	o serves as NED tially compromis or outside directo o manager, in th ne Louise Makin o Dobson is warr of as Chair at fou er role in the Coi	at three oth se her abilit, orship roles ese publicly is warrante anted, altho r other pub mpany. The	ther publicly list y to commit so are due to the y traded compa d because no ough it is not y licly listed com main reason fo	ted companies a officient time to e current holdin anies. Items 5, 7 significant conc without concern panies which concern panies which concern or support is:*	as well as Chair her role in the gs of Woodford 7 & 8A vote FO erns have beer because:* Apa ould potentially All of her outsid	d R n art				
9	Reappoint Grant Thornton UK LLF	as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
10	Authorise Board to Fix Remunera Auditors	tion of	Mgmt	Yes	For	For		For	For	No	No	No
11	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOI recommended limits.	R these resolutions	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	se resolutions is wa	arranted because	e the propo.	sed amounts a	nnd durations a	re within					
12	Authorise Issue of Equity without Rights	Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOI recommended limits.	R these resolutions	is warranted be	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is wa	arranted because	e the propo.	sed amounts a	and durations a	re within					
13	Authorise Market Purchase of Orc	linary Shares	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise the Company to Call Ge Meeting with Two Weeks' Notice	eneral	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RAI	RF	392452	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		12,410,964		12,410,964
								Total Shares	. <del></del>	12,410,964		12,410,964



### **Woodford Patient Capital Trust Plc**

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	292,012,333	100.0%	17,915	0.0%	31,490	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	291,707,427	99.9%	311,120	0.1%	43,191	N/A	Poll	F+A
3	Υ	Pass	No	For	1.7%	286,731,673	98.3%	4,835,705	1.7%	494,360	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	291,914,321	100.0%	96,883	0.0%	50,534	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	291,946,031	100.0%	65,173	0.0%	50,534	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	291,942,021	100.0%	69,183	0.0%	50,534	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	291,946,031	100.0%	67,531	0.0%	48,176	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	291,914,321	100.0%	99,241	0.0%	48,176	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	291,981,918	100.0%	49,000	0.0%	30,820	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	291,979,434	100.0%	56,484	0.0%	25,820	N/A	Poll	F+A
11	Υ	Pass	No	For	0.1%	291,846,476	99.9%	191,904	0.1%	23,358	N/A	Poll	F+A
12	Υ	Pass	No	For	0.1%	291,673,620	99.9%	344,830	0.1%	43,288	N/A	Poll	F+A
13	Y	Pass	No	For	0.1%	291,875,692	99.9%	147,264	0.1%	38,782	N/A	Poll	F+A
14	Y	Pass	No	For	0.2%	291,442,686	99.8%	594,299	0.2%	24,753	N/A	Poll	F+A

### **Bank of China Limited**

 Meeting Date: 05/17/2019
 Country: China
 Primary Security ID: Y0698A107
 Meeting ID: 1316810

Record Date: 04/16/2019 Meeting Type: Annual Ticker: 3988

 Primary CUSIP: Y0698A107
 Primary ISIN: CNE1000001Z5
 Primary SEDOL: B154564
 Proxy Level: N/A

Earliest Cutoff Date: 05/13/2019 Shares Voted: 45,442,000 Votable Shares: 45,442,000 Shares on Loan: 0 Shares Instructed: 45,442,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt	No								
1	Approve 2018 Work Report of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted.

Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted.

Reporting Period: 01/01/2019 to 12/31/2019

## **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve 2018 Work Report of Board of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is statements, a vote FOR these resolutions is warranted.	sues concernir	ng the comp	any's audited	accounts and fi	nancial					
	Blended Rationale: In the absence of any known issues vote FOR these resolutions is warranted.	concerning th	e company's	audited accou	unts and financ	ial statements,	a				
3	Approve 2018 Annual Financial Report	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is statements, a vote FOR these resolutions is warranted.	sues concernir	ng the comp	any's audited	accounts and fi	nancial					
	Blended Rationale: In the absence of any known issues vote FOR these resolutions is warranted.	concerning th	e company's	audited accou	unts and financ	ial statements,	а				
4	Approve 2018 Profit Distribution Plan	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve 2019 Annual Budget for Fixed Assets Investment	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Ernst & Young Hua Ming LLP as External Auditor	Mgmt	Yes	For	For		For	For	No	No	No
7	Elect Zhang Jiangang as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	ranted given ti	he absence o	of any known	issues concerni	ng the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the ab	bsence of an	y known issue	s concerning th	e nominees an	d				
8	Elect Martin Cheung Kong Liao as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	ranted given ti	he absence o	of any known	issues concerni	ng the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the at	osence of an	y known issue	s concerning th	e nominees an	d				
9	Elect Wang Changyun as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	ranted given ti	he absence o	of any known	issues concerni	ng the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the ab	bsence of an	y known issue	s concerning th	e nominees an	d				
10	Elect Angela Chao as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warr and the company's board and committee dynamics.	ranted given ti	he absence o	of any known	issues concerni	ng the nominee	25				
	Blended Rationale: A vote FOR all nominees is warranted the company's board and committee dynamics.	d given the at	bsence of an	y known issue	s concerning th	e nominees an	d				
11	Elect Wang Xiquan as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is:	sues relating t	to the nomin	ees, a vote FC	OR their election	is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	e nominees,	a vote FOR th	eir election is w	varranted.					

Reporting Period: 01/01/2019 to 12/31/2019

## **Bank of China Limited**

proceeds.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
12	Elect Jia Xiangsen as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	o the nomin	ees, a vote FC	R their election	is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	nominees,	a vote FOR the	eir election is w	varranted.					
13	Elect Zheng Zhiguang as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	o the nomin	ees, a vote FC	R their election	is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	e nominees,	a vote FOR the	eir election is w	arranted.					
14	Approve 2017 Remuneration Distribution Plan of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Director and supervisor remune. absence of known concerns over director and supervisor warranted.										
	Blended Rationale: Director and supervisor remuneration of known concerns over director and supervisor remune	-	_				e				
15	Approve 2017 Remuneration Distribution Plan of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Director and supervisor remune. absence of known concerns over director and supervisor warranted.	_	_	-	-						
	Blended Rationale: Director and supervisor remuneration of known concerns over director and supervisor remune	_	_		-		e				
16	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST the general sha issuance limit exceeds 10 percent.* The company has no				he following:* ī	The share					
	Blended Rationale: A vote AGAINST the general share is limit exceeds 10 percent.* The company has not specific			nted for the fo	llowing:* The s	hare issuance					
17	Approve Issuance of Bonds	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w of proceeds.	varranted give	n the reasor	ns stated by th	e board and th	e intended use					
	Blended Rationale: A vote FOR these proposals is warran proceeds.	nted given the	e reasons sta	ated by the boo	ard and the inte	ended use of					
18	Approve Issuance of Write-down Undated Capital Bonds	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w of proceeds.	varranted give	n the reasor	ns stated by th	e board and the	e intended use					
	Blended Rationale: A vote FOR these proposals is warran proceeds.	nted given the	e reasons sta	ated by the boo	ard and the inte	ended use of					
19	Approve Issuance of Qualified Write-down Tier 2 Capital Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w of proceeds.	varranted give	n the reasor	ns stated by th	e board and the	e intended use					
	Blended Rationale: A vote FOR these proposals is warran	nted given the	e reasons sta	ated by the boo	ard and the inte	ended use of					



### **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
20	Elect Tan Yiwu as Director	SH	Yes	For	For		For	For	No	No	No	

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RF, RARF 392452 Con		Confirmed	rpestana	05/10/2019	rpestana	05/10/2019	45,442,000	45,442,000
						Total Shares:	45,442,000	45,442,000

#### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Jutstan	iding Shares	<b>voteu:</b> 294,367	,/91,241		Ke:	suits Available: ruii							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	220,173,705,073	99.8%	82,769,094	0.0%	251,156,272	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	220,173,536,172	99.8%	82,975,094	0.0%	251,119,173	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	220,173,562,950	99.8%	82,767,198	0.0%	251,300,291	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.1%	220,278,003,400	99.9%	15,437,250	0.0%	214,189,789	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.1%	220,277,955,231	99.9%	52,093,843	0.0%	177,581,365	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	0.3%	219,931,387,579	99.7%	361,732,089	0.2%	214,510,771	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.8%	218,737,589,921	99.2%	1,591,901,242	0.7%	178,139,276	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	0.1%	220,260,349,083	99.9%	69,571,374	0.0%	177,709,982	0.1%	Poll	F+A+AB
9	Υ	Pass	No	For	0.4%	219,543,451,901	99.6%	786,403,559	0.4%	177,774,979	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	1.5%	217,246,005,826	98.5%	3,083,830,635	1.4%	177,793,978	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	0.2%	219,976,211,730	99.8%	324,710,431	0.1%	206,708,278	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	0.1%	220,247,919,170	99.9%	53,204,693	0.0%	206,506,576	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	0.1%	220,248,130,774	99.9%	52,988,069	0.0%	206,511,596	0.1%	Poll	F+A+AE
14	Υ	Pass	No	For	0.2%	220,117,266,978	99.8%	212,711,079	0.1%	177,652,382	0.1%	Poll	F+A+AE
15	Υ	Pass	No	For	0.3%	219,930,475,384	99.7%	361,934,248	0.2%	215,220,807	0.1%	Poll	F+A+AE
16	Υ	Pass	No	For	9.5%	199,642,263,615	90.5%	20,676,267,491	9.4%	189,099,333	0.1%	Poll	F+A+AE



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
17	Y	Pass	No	For	0.1%	220,272,443,167	99.9%	53,447,939	0.0%	181,739,333	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	0.1%	220,263,674,010	99.9%	54,320,297	0.0%	189,636,132	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	0.1%	220,263,382,292	99.9%	54,311,621	0.0%	189,936,526	0.1%	Poll	F+A+AB
20	Y	Pass	No	For	0.9%	218,573,133,526	99.1%	1,745,584,454	0.8%	188,912,459	0.1%	Poll	F+A+AB

#### **Real Estate Investors Plc**

Meeting Date: 05/17/2019 Country: United Kingdom Primary Security ID: G7394S118 Meeting ID: 1327797

Record Date: 05/15/2019 Meeting Type: Annual Ticker: RLE

Primary CUSIP: G7394S118 Primary ISIN: GB00B45XLP34 Primary SEDOL: B45XLP3 Proxy Level: N/A

Earliest Cutoff Date: 05/13/2019 Shares Voted: 11,893,289 Votable Shares: 11,893,289 Shares on Loan: 0 Shares Instructed: 11,893,289

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect John Crabtree as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3A vote FOR the re-election of John Crabtree is warranted because no significant concerns have been identified. Item 4A vote FOR the re-election of Paul Bassi is warranted, although it is not without concern for shareholders as: \* Apart from his roles as CEO, he is the Board Chair of Likewise Group Plc. This could compromise his ability to commit sufficient time to his role in the Company. The main reason for support is: \* His chairmanship at Likewise Group Plc is at a relatively smaller and newly listed company. Taking these factors into account, a degree of flexibility is considered appropriate. His external commitments will be kept under review.

Blended Rationale: Item 3A vote FOR the re-election of John Crabtree is warranted because no significant concerns have been identified. Item 4A vote FOR the re-election of Paul Bassi is warranted, although it is not without concern for shareholders as:\* Apart from his roles as CEO, he is the Board Chair of Likewise Group Plc. This could compromise his ability to commit sufficient time to his role in the Company. The main reason for support is:\* His chairmanship at Likewise Group Plc is at a relatively smaller and newly listed company. Taking these factors into account, a degree of flexibility is considered appropriate. His external commitments will be kept under review.

4 Re-elect Paul Bassi as Director Mgmt Yes For For For For No No No No

Voting Policy Rationale: Item 3A vote FOR the re-election of John Crabtree is warranted because no significant concerns have been identified. Item 4A vote FOR the re-election of Paul Bassi is warranted, although it is not without concern for shareholders as: \* Apart from his roles as CEO, he is the Board Chair of Likewise Group Plc. This could compromise his ability to commit sufficient time to his role in the Company. The main reason for support is: \* His chairmanship at Likewise Group Plc is at a relatively smaller and newly listed company. Taking these factors into account, a degree of flexibility is considered appropriate. His external commitments will be kept under review.

Blended Rationale: Item 3A vote FOR the re-election of John Crabtree is warranted because no significant concerns have been identified. Item 4A vote FOR the re-election of Paul Bassi is warranted, although it is not without concern for shareholders as:\* Apart from his roles as CEO, he is the Board Chair of Likewise Group Plc. This could compromise his ability to commit sufficient time to his role in the Company. The main reason for support is:\* His chairmanship at Likewise Group Plc is at a relatively smaller and newly listed company. Taking these factors into account, a degree of flexibility is considered appropriate. His external commitments will be kept under review.

5 Reappoint Grant Thornton UK LLP as Auditors Mgmt Yes For For For For No No No

Reporting Period: 01/01/2019 to 12/31/2019

### **Real Estate Investors Plc**

										Vote	Vote	Vote
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against on Mgmt	Against Policy	Against ISS
6	Authorise Board to Fix Remuner Auditors	ation of	Mgmt	Yes	For	For		For	For	No	No	No
7.1	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Forecommended limits.	OR these resolutions	is warranted bed	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	re within					
7.2	Authorise Issue of Equity in Cor Rights Issue	nection with a	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For recommended limits.											
	Blended Rationale: A vote FOR the recommended limits.	nese resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	re within					
8	Authorise Issue of Equity without Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For recommended limits.	OR these resolutions	is warranted bed	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	nese resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	re within					
9	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares	!	Shares Voted
RARF, RAR	RF	392452	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		11,893,289		11,893,289

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7.1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
7.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
9	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

## **Ocado Group Plc**

**Primary Security ID:** G6718L106 Meeting ID: 1330875 Meeting Date: 05/20/2019 Country: United Kingdom **Record Date: 05/16/2019** Meeting Type: Special Ticker: OCDO

Primary ISIN: GB00B3MBS747 Primary CUSIP: G6718L106 Primary SEDOL: B3MBS74 Proxy Level: N/A

Earliest Cutoff Date: 05/14/2019 **Shares Voted:** 3,528,551 Votable Shares: 3,528,551 Shares on Loan: 0 Shares Instructed: 3,528,551

Total Ballots: 1 **Additional Policy:** Voting Policy: ISS

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve the M&S Arrangements		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
Institutio	onal Account Detail	Custodian			Instructor	Date	Approver	Date				

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	rpestana	05/09/2019	rpestana	05/09/2019	3,528,551	3,528,551
						Total Shares:	3,528,551	3,528,551

#### **Meeting Results**

Outstanding Shares Voted: 699,608,797 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	530 850 221	100.0%	5 585	0.0%	124 995	N/Δ	Poll	F+Δ

### **BP Plc**

Primary CUSIP: G12793108

Primary Security ID: G12793108 Meeting Date: 05/21/2019 Country: United Kingdom **Meeting ID:** 1294306

**Record Date:** 05/17/2019 Meeting Type: Annual Ticker: BP

> Primary ISIN: GB0007980591 Primary SEDOL: 0798059 Proxy Level: N/A

> > Shares on Loan: 0

Earliest Cutoff Date: 05/15/2019 **Shares Voted:** 9,157,368 Shares Instructed: 9,157,368

Votable Shares: 9,157,368

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory	Mgmt	Yes	For	For		For	For	No	No	No



## **BP Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Bob Dudley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
4	Re-elect Brian Gilvary as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
5	Re-elect Nils Andersen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
6	Re-elect Dame Alison Carnwath as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sign	nificant conc	erns have bee	n identified.						
7	Elect Pamela Daley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sign	nificant conc	erns have bee	n identified.						
8	Re-elect Ian Davis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
9	Re-elect Dame Ann Dowling as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
10	Elect Helge Lund as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
11	Re-elect Melody Meyer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
12	Re-elect Brendan Nelson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						



### **BP Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
13	Re-elect Paula Reynolds as Dire	ector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F	OR these Directors is	warranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR to	hese Directors is warra	anted as no sigi	nificant cond	cerns have bee	en identified.						
14	Re-elect Sir John Sawers as Dir	ector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F	OR these Directors is	warranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR to	hese Directors is warra	anted as no sigi	nificant cond	cerns have bee	en identified.						
15	Reappoint Deloitte LLP as Audit Authorise Their Remuneration	ors and	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations Expenditure	s and	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Forecommended limits.	OR these resolutions i	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	e within					
18	Authorise Issue of Equity withor Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Frecommended limits.	OR these resolutions i	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	e within					
19	Authorise Issue of Equity witho Rights in Connection with an Ad Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Forecommended limits.	OR these resolutions i	is warranted be	cause the pi	roposed amou	nts and duration	ns are within					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	e within					
20	Authorise Market Purchase of C	ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
	Shareholder Proposals		Mgmt	No								
22	Approve the Climate Action 100 Resolution on Climate Change I		SH	Yes	For	For		For	For	No	No	No
23	Approve the Follow This Shareh Resolution on Climate Change		SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares	:	Shares Voted
RARF, RAF	RF	392452	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		9,157,368		9,157,368



### **BP Plc**

Total Shares: 9,157,368 9,157,368

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Outstanding Shares Voted: 20,353,561,267

Results Available: Partial

utstan	ding Shares	Voted: 20,353,	561,267		Res	sults Available: Partia	ıl						
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	1.1%	13,359,522,261	98.9%	150,388,207	1.1%	140,565,830	N/A	Poll	F+A
2	Υ	Pass	No	For	4.1%	12,771,467,350	95.9%	541,441,316	4.1%	337,586,814	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	13,484,677,599	99.7%	43,996,011	0.3%	121,779,782	N/A	Poll	F+A
4	Υ	Pass	No	For	1.2%	13,370,192,974	98.8%	157,083,122	1.2%	123,219,761	N/A	Poll	F+A
5	Υ	Pass	No	For	1.8%	13,282,295,777	98.2%	244,006,924	1.8%	124,198,376	N/A	Poll	F+A
6	Υ	Pass	No	For	3.4%	13,073,613,643	96.6%	453,216,737	3.4%	123,641,581	N/A	Poll	F+A
7	Υ	Pass	No	For	0.3%	13,479,377,986	99.7%	44,129,326	0.3%	126,993,298	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	13,300,725,140	98.3%	225,214,349	1.7%	124,560,817	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	13,474,891,619	99.6%	52,783,924	0.4%	122,783,120	N/A	Poll	F+A
10	Υ	Pass	No	For	1.8%	13,286,985,824	98.2%	238,584,961	1.8%	124,887,888	N/A	Poll	F+A
11	Υ	Pass	No	For	0.3%	13,478,019,987	99.7%	38,418,333	0.3%	124,015,781	N/A	Poll	F+A
12	Υ	Pass	No	For	0.6%	13,439,715,611	99.4%	83,895,218	0.6%	126,890,841	N/A	Poll	F+A
13	Υ	Pass	No	For	2.3%	13,154,553,590	97.7%	311,060,792	2.3%	184,886,087	N/A	Poll	F+A
14	Y	Pass	No	For	0.6%	13,447,547,340	99.4%	74,906,619	0.6%	128,046,229	N/A	Poll	F+A
15	Υ	Pass	No	For	0.5%	13,474,131,801	99.5%	66,045,149	0.5%	110,336,449	N/A	Poll	F+A
16	Υ	Pass	No	For	3.5%	13,056,729,819	96.5%	468,541,854	3.5%	119,869,222	N/A	Poll	F+A
17	Υ	Pass	No	For	6.5%	12,636,558,391	93.5%	879,608,690	6.5%	134,324,863	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	13,361,576,086	99.0%	138,080,684	1.0%	150,834,634	N/A	Poll	F+A
19	Υ	Pass	No	For	3.6%	13,010,997,410	96.4%	487,479,909	3.6%	152,011,879	N/A	Poll	F+A
20	Υ	Pass	No	For	1.5%	13,267,089,657	98.5%	207,280,010	1.5%	176,130,228	N/A	Poll	F+A
21	Υ	Pass	No	For	7.6%	12,451,061,928	92.4%	1,031,172,483	7.6%	168,263,451	N/A	Poll	F+A
	N												
22	Υ	Pass	No	For	0.9%	13,339,502,194	99.1%	115,759,662	0.9%	195,200,575	N/A	Poll	F+A
23	Y	Fail	No	Against	8.4%	1,077,086,256	8.4%	11,750,746,486	91.6%	802,598,545	N/A	Poll	F+A



### DowDuPont Inc.

Meeting Date: 05/23/2019 Country: USA Primary Security ID: 26078J100 Meeting ID: 1333857

Ticker: DWDP **Record Date:** 05/01/2019 Meeting Type: Special

**Primary CUSIP: 26078J100** Primary ISIN: US26078J1007 Primary SEDOL: BYP66M4 Proxy Level: 2

Earliest Cutoff Date: 05/22/2019 **Shares Voted:** 2,093,440 Votable Shares: 2,093,440 Shares on Loan: 0 Shares Instructed: 2,093,440

Total Ball	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Reverse Stock Split		Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
RARF, RAF	RF	000392452	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		2,093,440		2,093,440
								Total Shares	:	2,093,440		2,093,440

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.7%	1,914,395,130	97.3%	45,345,420	2.3%	7,226,350	0.4%	Proxy	F+A+AB
2	V	Pacc	No	For	10 4%	1 754 948 995	89 6%	202 990 195	10.4%	9 027 710	N/Δ	Provv	F±Δ

### **National Oilwell Varco, Inc.**

Meeting Date: 05/28/2019 Country: USA Primary Security ID: 637071101 Meeting ID: 1324499

Record Date: 03/29/2019 Meeting Type: Annual Ticker: NOV

Primary CUSIP: 637071101 Primary ISIN: US6370711011 Primary SEDOL: 2624486 Proxy Level: 3

Earliest Cutoff Date: 05/24/2019 **Shares Voted:** 1,854,734 Votable Shares: 1,854,734 Shares on Loan: 0 Shares Instructed: 1,854,734

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

roposal umber	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1A	Elect Director Clay C. Williams	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted.

Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted.

**ISS** >

Reporting Period: 01/01/2019 to 12/31/2019

# **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1B	Elect Director Greg L. Armstrong	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	_		three public be	oards while ser	rving as a CEO o	of .				
	Blended Rationale: * Vote AGAINST James Hackett for so outside company.* A vote FOR the remaining director no	-		e public boards	while serving	as a CEO of an					
1C	Elect Director Marcela E. Donadio	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company. * A vote FOR the remaining directo			three public bo	oards while ser	rving as a CEO d	f				
	Blended Rationale: * Vote AGAINST James Hackett for soutside company.* A vote FOR the remaining director ne	-		e public boards	while serving	as a CEO of an					
1D	Elect Director Ben A. Guill	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	_		three public bo	oards while ser	rving as a CEO d	f				
	Blended Rationale: * Vote AGAINST James Hackett for so outside company.* A vote FOR the remaining director no	_		e public boards	while serving	as a CEO of an					
1E	Elect Director James T. Hackett	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	_		three public bo	oards while ser	rving as a CEO c	f				
	Blended Rationale: * Vote AGAINST James Hackett for so outside company. * A vote FOR the remaining director no	-		e public boards	while serving	as a CEO of an					
1F	Elect Director David D. Harrison	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	_		three public be	oards while ser	rving as a CEO o	f				
	Blended Rationale: * Vote AGAINST James Hackett for so outside company. * A vote FOR the remaining director no	-		e public boards	while serving	as a CEO of an					
1G	Elect Director Eric L. Mattson	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	_		three public bo	oards while ser	rving as a CEO c	f				
	Blended Rationale: * Vote AGAINST James Hackett for so outside company. * A vote FOR the remaining director no	-		e public boards	while serving	as a CEO of an					
1H	Elect Director Melody B. Meyer	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	_		three public bo	oards while ser	rving as a CEO d	f				
	Blended Rationale: * Vote AGAINST James Hackett for so outside company.* A vote FOR the remaining director no	-		e public boards	while serving	as a CEO of an					
1I	Elect Director William R. Thomas	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Hackett an outside company.* A vote FOR the remaining directo	-		three public bo	oards while ser	rving as a CEO d	f				
	Blended Rationale: * Vote AGAINST James Hackett for soutside company.* A vote FOR the remaining director no	_		e public boards	while serving	as a CEO of an					
2	Ratify Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



## **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
3	Advisory Vote to Ratify Named E Officers' Compensation	executive	Mgmt	Yes	For	For		For	For	No	No	No
4	Amend Omnibus Stock Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	9	Shares Voted
RARF, RAR	F	000392452	Confirmed		arussell	05/22/2019	arussell	05/22/2019		1,854,734		1,854,734
					-			Total Shares	•	1,854,734		1,854,734

#### **Meeting Results**

Outstanding Shares Voted: 385,932,068

Results Available: Full

			,										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1A	Υ	Pass	No	For	3.6%	307,905,691	96.4%	11,502,986	3.6%	137,335	N/A	Proxy	F+A
1B	Υ	Pass	No	For	4.8%	304,146,566	95.2%	15,264,020	4.8%	135,426	N/A	Proxy	F+A
1C	Υ	Pass	No	For	0.6%	317,475,120	99.4%	1,938,168	0.6%	132,724	N/A	Proxy	F+A
1D	Υ	Pass	No	For	6.1%	299,881,341	93.9%	19,524,320	6.1%	140,351	N/A	Proxy	F+A
1E	Υ	Pass	No	For	26.6%	234,265,162	73.4%	85,101,535	26.6%	179,315	N/A	Proxy	F+A
1F	Υ	Pass	No	For	5.6%	301,514,702	94.4%	17,889,485	5.6%	141,825	N/A	Proxy	F+A
1G	Υ	Pass	No	For	5.8%	300,814,524	94.2%	18,589,950	5.8%	141,538	N/A	Proxy	F+A
1H	Υ	Pass	No	For	0.6%	317,539,964	99.4%	1,872,439	0.6%	133,609	N/A	Proxy	F+A
1I	Υ	Pass	No	For	0.4%	318,253,049	99.6%	1,154,220	0.4%	138,743	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.0%	331,561,147	97.0%	8,948,012	2.6%	1,346,988	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	8.0%	293,950,715	92.0%	25,219,673	7.9%	375,624	0.1%	Proxy	F+A+AB
4	Υ	Pass	No	For	6.6%	298,430,739	93.4%	20,725,805	6.5%	389,468	0.1%	Proxy	F+A+AB

## **Exxon Mobil Corporation**

 Meeting Date: 05/29/2019
 Country: USA
 Primary Security ID: 30231G102
 Meeting ID: 1322900

 Record Date: 04/03/2019
 Meeting Type: Annual
 Ticker: XOM

 Primary CUSIP: 30231G102
 Primary SEDOL: 2326618
 Proxy Level: 3

Reporting Period: 01/01/2019 to 12/31/2019

### **Exxon Mobil Corporation**

outside company. Votes FOR the remaining directors are warranted.

Earliest Cutoff Date: 05/28/2019 Shares Voted: 22,497 Votable Shares: 22,497 Shares on Loan: 0 Shares Instructed: 22,497 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Additional Proposal Votable Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS 1.1 Elect Director Susan K. Avery Yes For For Yes Yes Mgmt For Against Yes Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. 1.2 Elect Director Angela F. Braly For Against Yes Yes Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. 1.3 Elect Director Ursula M. Burns Against For Against Against Yes Nο Nο Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Elect Director Kenneth C. Frazier Against 1.4 For Yes Yes Yes Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. 1.5 Elect Director Steven A. Kandarian For Against Mamt Yes Yes Yes Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. 1.6 Elect Director Douglas R. Oberhelman Mgmt Yes For For For Against Yes Yes Yes Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. 1.7 Elect Director Samuel J. Palmisano Mamt Yes For For For Against Yes Yes Yes Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted. Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an



# **Exxon Mobil Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.8	Elect Director Steven S Reinemund	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servi outside company. Votes FOR the remaining directors are	_	han three pu	ıblic boards wl	hile serving as (	CEO of an					
1.9	Elect Director William C. Weldon	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servi outside company. Votes FOR the remaining directors are	_	han three pu	ıblic boards wl	hile serving as (	CEO of an					
1.10	Elect Director Darren W. Woods	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servi outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	hile serving as (	CEO of an					
2	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
4	Require Independent Board Chairman	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this non-binding prochange in the board leadership structure, as it requests transition. The role of the Presiding Director is not consisuggesting that the company could benefit from a policy	the policy required the contract of the contra	uiring an ind ient counteri	dependent cha balance to the	ir be phased in combined role.	for the next CE s of CEO/chair,	0				
	Blended Rationale: A vote FOR this non-binding proposa the board leadership structure, as it requests the policy transition. The role of the Presiding Director is not consi suggesting that the company could benefit from a policy	requiring an ii idered a suffic	ndependent ient counter	chair be phase balance to the	ed in for the ne combined role	ext CEO es of CEO/chair,	'n				
5	Amend Bylaws - Call Special Meetings	SH	Yes	Against	For		For	Against	No	Yes	Yes
6	Disclose a Board Diversity and Qualifications Matrix	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this resolution is wat transparency and would provide shareholders with a bet director nominees; and* A growing number of large commatrix.	tter tool to ass	sess the qua	lity of Exxon's	board and to e	evaluate its					
	Blended Rationale: A vote FOR this resolution is warrant transparency and would provide shareholders with a bet director nominees; and* A growing number of large con matrix.	tter tool to ass	sess the qua	lity of Exxon's	board and to e	evaluate its					
7	Establish Environmental/Social Issue Board Committee	SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
8	Report on Risks of Petrochemical Operations in Flood Prone Areas	SH	Yes	Against	Against		Against	For	Yes	Yes	Yes

22,497

22,497

**Total Shares:** 

Reporting Period: 01/01/2019 to 12/31/2019

### **Exxon Mobil Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
9	Report on Political Contribution	s	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote F memberships in trade associatio. comprehensive political contribu	ns and other political or	rganizations w	ould help sh	nareholders ass	ess the compa	ny's					
	Blended Rationale: A vote FOR t memberships in trade associatio comprehensive political contribu	ns and other political or	rganizations w	ould help sh	nareholders ass	ess the compa	ny's					
10	Report on Lobbying Payments	and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association payments, and board-level oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.											
	Blended Rationale: A vote FOR t expenditures, trade association prisks and benefits associated with	payments, and board-le	vel oversight i	mechanisms	would help sh							
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares	9	Shares Voted
RARF, RAF	RF	000392452	Confirmed		dnicoll	05/24/2019	dnicoll	05/24/2019		22,497		22,497

Earliest Cutoff Date: 05/28/2019	<b>Shares Voted:</b> 1,260,557	Votable Shares: 1,260,557	Shares on Loan: 0	Shares Instructed: 1,260,557
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Susan K. Avery	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serv outside company. Votes FOR the remaining directors and	-	han three pu	ıblic boards wh	ile serving as (	CEO of an					
1.2	Elect Director Angela F. Braly	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thro	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serv outside company. Votes FOR the remaining directors and	-	han three pu	ıblic boards wh	ile serving as (	CEO of an					
1.3	Elect Director Ursula M. Burns	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: Vote AGAINST Ursula Burns for	serving on me	ore than thro	ee public board	ds while serving	as CEO of an					

Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.

outside company. Votes FOR the remaining directors are warranted.

Reporting Period: 01/01/2019 to 12/31/2019

# **Exxon Mobil Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Director Kenneth C. Frazier	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
1.5	Elect Director Steven A. Kandarian	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
1.6	Elect Director Douglas R. Oberhelman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
1.7	Elect Director Samuel J. Palmisano	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
1.8	Elect Director Steven S Reinemund	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
1.9	Elect Director William C. Weldon	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
1.10	Elect Director Darren W. Woods	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
	Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an outside company. Votes FOR the remaining directors are warranted.										
2	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No

RARF, RARF

000392452

Confirmed

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

## **Exxon Mobil Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
4	Require Independent Board Ch	airman	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this non-binding proposal is warranted. This proposal would not require an immediate change in the board leadership structure, as it requests the policy requiring an independent chair be phased in for the next CEO transition. The role of the Presiding Director is not considered a sufficient counterbalance to the combined roles of CEO/chair, suggesting that the company could benefit from a policy to have an independent chair on a going-forward basis.											
	Blended Rationale: A vote FOR this non-binding proposal is warranted. This proposal would not require an immediate change in the board leadership structure, as it requests the policy requiring an independent chair be phased in for the next CEO transition. The role of the Presiding Director is not considered a sufficient counterbalance to the combined roles of CEO/chair, suggesting that the company could benefit from a policy to have an independent chair on a going-forward basis.											
5	Amend Bylaws - Call Special Me	eetings	SH	Yes	Against	For		For	Against	No	Yes	Yes
6	Disclose a Board Diversity and Matrix	Qualifications	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this resolution is warranted for the following reasons:* A board matrix would enhance transparency and would provide shareholders with a better tool to assess the quality of Exxon's board and to evaluate its director nominees; and* A growing number of large companies, including several of Exxon's peers, are providing a board skills matrix.											
	Blended Rationale: A vote FOR this resolution is warranted for the following reasons:* A board matrix would enhance transparency and would provide shareholders with a better tool to assess the quality of Exxon's board and to evaluate its director nominees; and* A growing number of large companies, including several of Exxon's peers, are providing a board skills matrix.											
7	Establish Environmental/Social Committee	Issue Board	SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
8	Report on Risks of Petrochemic in Flood Prone Areas	al Operations	SH	Yes	Against	Against		Against	Against	No	No	No
9	Report on Political Contribution	s	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this resolution is warranted as increased disclosure concerning ExxonMobil's policies and memberships in trade associations and other political organizations would help shareholders assess the company's comprehensive political contribution activities and the company's management of associated risks and benefits.											
	Blended Rationale: A vote FOR this resolution is warranted as increased disclosure concerning ExxonMobil's policies and memberships in trade associations and other political organizations would help shareholders assess the company's comprehensive political contribution activities and the company's management of associated risks and benefits.											
10	Report on Lobbying Payments	and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association payments, and board-level oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.											
	Blended Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association payments, and board-level oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.											
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares	5	Shares Voted

dnicoll

05/24/2019

dnicoll

05/24/2019

Total Shares:

1,260,557

1,260,557

1,260,557

1,260,557



#### **Meeting Results**

Outstanding Shares Voted: 4,233,104,962

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.9%	2,711,878,957	98.1%	53,840,712	1.9%	17,023,610	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	4.0%	2,655,803,993	96.0%	109,637,466	4.0%	17,306,054	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	27.4%	2,010,911,722	72.6%	758,378,154	27.4%	13,454,119	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	4.2%	2,641,398,097	95.8%	116,640,815	4.2%	24,698,018	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	2.0%	2,708,112,428	98.0%	56,333,337	2.0%	18,302,374	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	1.7%	2,717,801,828	98.3%	46,702,913	1.7%	18,248,219	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	3.8%	2,658,722,620	96.2%	106,300,596	3.8%	17,692,157	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	13.6%	2,389,358,756	86.4%	374,882,458	13.6%	18,501,425	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.8%	2,714,287,029	98.2%	50,376,703	1.8%	18,081,587	N/A	Proxy	F+A
1.10	Y	Pass	No	For	6.5%	2,581,334,743	93.5%	179,190,101	6.5%	22,227,558	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.2%	3,539,244,836	96.8%	115,612,054	3.2%	13,638,465	N/A	Proxy	F+A
3	Y	Pass	No	For	8.4%	2,521,182,295	91.6%	230,226,914	8.4%	31,292,977	N/A	Proxy	F+A
4	Y	Fail	No	Against	40.7%	1,124,470,926	40.7%	1,635,150,846	59.3%	23,102,008	N/A	Proxy	F+A
5	Y	Fail	No	Against	42.4%	1,168,396,459	42.4%	1,587,747,530	57.6%	26,603,685	N/A	Proxy	F+A
6	Y	Fail	No	Against	29.8%	817,492,259	29.8%	1,923,667,360	70.2%	41,562,550	N/A	Proxy	F+A
7	Y	Fail	No	Against	7.4%	201,132,789	7.4%	2,521,714,790	92.6%	59,889,615	N/A	Proxy	F+A
8	Υ	Fail	No	Against	25.0%	649,151,469	25.0%	1,948,387,616	75.0%	185,198,823	N/A	Proxy	F+A
9	Υ	Fail	No	Against	26.1%	718,657,227	26.1%	2,034,132,010	73.9%	29,935,531	N/A	Proxy	F+A
10	Y	Fail	No	Against	37.3%	1,027,361,781	37.3%	1,724,299,805	62.7%	31,066,065	N/A	Proxy	F+A

### **China Life Insurance Company Limited**

Number

**Proposal Text** 

Meeting Date: 05/30/2019 Country: China Primary Security ID: Y1477R204 Meeting ID: 1322591 Record Date: 04/29/2019 Meeting Type: Annual Ticker: 2628

Primary ISIN: CNE1000002L3 Primary SEDOL: 6718976 Primary CUSIP: Y1477R204 Proxy Level: N/A

Earliest Cutoff Date: 05/24/2019 **Shares Voted:** 7,086,000 Votable Shares: 7,086,000 Shares Instructed: 7,086,000  $\textbf{Shares on Loan:}\ 0$ 

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Vote Vote Vote Voting Against Votable Additional Against **Proposal** Vote Against Mgmt Rec

ISS Rec

**Policy Rec** 

Policy Rec

Instruction

Mgmt

Policy

ISS

Proposal AGM BALLOT FOR HOLDERS OF H SHARES Mgmt No

Proponent

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

# **China Life Insurance Company Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve 2018 Report of the Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is statements, a vote FOR these resolutions is warranted.	sues concernir	ng the compa	any's audited a	accounts and fir	nancial					
	Blended Rationale: In the absence of any known issues vote FOR these resolutions is warranted.	concerning the	e company's	audited accou	ints and financi	al statements, d	a				
2	Approve 2018 Report of the Board of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known iss statements, a vote FOR these resolutions is warranted.	sues concernir	ng the compa	any's audited a	accounts and fil	nancial					
	Blended Rationale: In the absence of any known issues vote FOR these resolutions is warranted.	concerning the	e company's	audited accou	ints and financi	al statements, d	a				
3	Approve 2018 Financial Report	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known iss statements, a vote FOR these resolutions is warranted.	sues concernir	ng the compa	any's audited a	accounts and fil	nancial					
	Blended Rationale: In the absence of any known issues vote FOR these resolutions is warranted.	concerning the	e company's	audited accou	ints and financi	al statements, a	а				
4	Approve 2018 Profit Distribution Plan	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Remuneration of Directors and Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
6	Elect Han Bing as Supervisor	SH	Yes	For	For		For	For	No	No	No
7	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is proposed amendments.	warranted giv	en the abser	nce of any kno	wn issues conc	erning the					
	Blended Rationale: A vote FOR these resolutions is warra amendments.	anted given th	ne absence o	f any known is	sues concernin	g the proposed	1				
8	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is proposed amendments.	warranted giv	en the abser	nce of any kno	wn issues conc	erning the					
	Blended Rationale: A vote FOR these resolutions is warra amendments.	anted given th	ne absence o	f any known is	ssues concernin	g the proposed	1				
9	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is proposed amendments.	warranted giv	en the abser	nce of any kno	wn issues conc	erning the					
	Blended Rationale: A vote FOR these resolutions is warra amendments.	anted given th	ne absence o	f any known is	sues concernin	g the proposed	1				
10	Approve Ernst & Young Hua Ming LLP as the PRC Auditor and the Auditor for US Form 20-F and Ernst & Young as the Hong Kong Auditor and Authorize Board to Fix Their Remuneration	Mgmt	Yes	For	For		For	For	No	No	No

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

## **China Life Insurance Company Limited**

Proposal Number	Proposal Text	. ,	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
11	Amend Articles of Association Re Committee	egarding Party	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote AC to adequately provide for account			•	les and bylaw	amendments a	re not consider	ed				
	Blended Rationale: A vote AGAINS adequately provide for accountable				nd bylaw amer	ndments are no	ot considered to					
12	Approve Issuance of Equity or E Securities without Preemptive Ri Shares		Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AC than 10 percent.* The company h			for the follow	wing:* The H s	hare issuance i	limit is greater					
	Blended Rationale: A vote AGAINS 10 percent.* The company has no			e following:	* The H share	issuance limit i	is greater than					
13	Approve Overseas Issuance of S	enior Bonds	Mgmt	Yes	For	For		For	For	No	No	No
14	Elect Li Mingguang as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC nominees.	OR both nominees is wa	arranted giver	the absend	ce of any know	n issues concei	rning the					
	Blended Rationale: A vote FOR bo	oth nominees is warran	ted given the	absence of	any known iss	ues concerning	the nominees.					
15	Elect Wang Junhui as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC nominees.	OR both nominees is wa	arranted giver	the absend	ce of any know	n issues concei	rning the					
	Blended Rationale: A vote FOR bo	oth nominees is warran	ted given the	absence of	any known iss	ues concerning	the nominees.					
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RA	RF	392452	Confirmed		arussell	05/23/2019	arussell	05/23/2019		7,086,000		7,086,000

#### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	22,479,821,602	99.9%	113,440	0.0%	15,059,245	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	22,479,842,922	99.9%	94,650	0.0%	15,056,715	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	22,479,843,017	99.9%	98,115	0.0%	15,053,155	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.1%	22,482,104,122	99.9%	172,765	0.0%	12,717,400	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.8%	22,319,382,862	99.2%	156,870,120	0.7%	18,741,305	0.1%	Poll	F+A+AB

**Total Shares:** 

7,086,000

7,086,000



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
6	Y	Pass	No	For	1.2%	22,218,381,687	98.8%	260,209,310	1.2%	16,403,290	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	22,461,605,558	99.9%	20,642,239	0.1%	12,746,490	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	0.1%	22,461,602,758	99.9%	20,638,899	0.1%	12,752,630	0.1%	Poll	F+A+AB
9	Υ	Pass	No	For	0.1%	22,461,598,403	99.9%	20,634,319	0.1%	12,761,565	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	0.2%	22,448,657,032	99.8%	30,217,515	0.1%	16,119,740	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	9.4%	20,383,270,370	90.6%	2,050,277,898	9.1%	61,446,019	0.3%	Poll	F+A+AB
12	Υ	Pass	No	For	10.5%	20,136,304,577	89.5%	2,345,826,920	10.4%	12,862,790	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	0.1%	22,481,980,762	99.9%	188,445	0.0%	12,825,080	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	1.2%	22,214,930,948	98.8%	254,909,359	1.1%	25,153,980	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	1.4%	22,182,971,849	98.6%	286,868,183	1.3%	25,154,255	0.1%	Poll	F+A+AB

#### **Arix Bioscience Plc**

Meeting Date: 06/03/2019 Country: United Kingdom Primary Security ID: G0477B102 Meeting ID: 1320948

Record Date: 05/30/2019 Meeting Type: Annual Ticker: ARIX

 Primary CUSIP: G0477B102
 Primary ISIN: G8008D045071
 Primary SEDOL: BD04507
 Proxy Level: N/A

Earliest Cutoff Date: 05/28/2019 Shares Voted: 3,325,541 Votable Shares: 3,325,541 Shares on Loan: 0 Shares Instructed: 3,325,541

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this resolution over five subsequent years.	is warranted b	necause:* Ex	xisting options	of the CEO are	to be repriced					
	Blended Rationale: A vote AGAINST this resolution is was five subsequent years.	erranted becau	ıse:* Existin	g options of th	e CEO are to b	e repriced over					
4	Re-elect Jonathan Peacock as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.

Blended Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

### **Arix Bioscience Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Dr Franz Humer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comr Giles Kerr, J	nittees.Items loe Anderson,	5 to 11A vote	FOR the	,				
	Blended Rationale: Item 4Despite potential concerns due Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comm Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the					
6	Re-elect Trevor Jones as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant cor	it and Remune Trevor Jones,	eration Comm Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant cor	it and Remune Trevor Jones,	eration Comm Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the					
7	Re-elect Giles Kerr as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co										
	Blended Rationale: Item 4Despite potential concerns due Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comm Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the					
8	Re-elect Dr Joseph Anderson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comm Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the	,				
	Blended Rationale: Item 4Despite potential concerns due Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comr Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the					
9	Re-elect James Rawlingson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comr Giles Kerr, J	nittees.Items Toe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant con	it and Remune Trevor Jones,	eration Comm Giles Kerr, J	mittees.Items Toe Anderson,	5 to 11A vote	FOR the					



### **Arix Bioscience Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Art Pappas as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4De. Peacock is warranted as he is not election/re-election of Jonathan Pe and Mark Breuer is warranted bec	a member of the Audit eacock, Franz Humer,	and Remune Trevor Jones,	ration Comm Giles Kerr, S	nittees.Items 5 Toe Anderson, .	to 11A vote F	OR the	,				
	Blended Rationale: Item 4Despite Peacock is warranted as he is not election/re-election of Jonathan Pe and Mark Breuer is warranted bec	a member of the Audit eacock, Franz Humer,	and Remune Trevor Jones,	ration Comm Giles Kerr, S	nittees.Items 5 Toe Anderson, .	to 11A vote F	OR the					
11	Elect Mark Breuer as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4De Peacock is warranted as he is not election/re-election of Jonathan Pe and Mark Breuer is warranted bec	a member of the Audit eacock, Franz Humer,	and Remune Trevor Jones,	ration Comm Giles Kerr, S	mittees.Items 5 Toe Anderson, .	to 11A vote F	OR the	,				
	lended Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan eacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.  Reappoint PricewaterhouseCoopers LLP as Mgmt Yes For For For For Auditors											
12	Reappoint PricewaterhouseCoope Auditors	ers LLP as	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise the Audit and Risk Con Remuneration of Auditors	nmittee to Fix	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO recommended limits.	emuneration of Auditors  uthorise Issue of Equity  Mgmt  Yes  For  For  For  For  For  For  For  Fo										
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is warra	anted because	the propos	ed amounts an	nd durations are	e within					
15	Authorise Issue of Equity without Rights	t Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO recommended limits.	OR these resolutions is I	warranted bed	cause the pr	oposed amoun	ts and duration	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is warra	anted because	the propos	ed amounts an	nd durations are	e within					
16	Authorise Issue of Equity withou Rights in Connection with an Acc Other Capital Investment		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is warra	anted because	the propos	ed amounts an	nd durations are	e within					
17	Authorise Market Purchase of Ordinary Shares Mgmt Yes For For For		For	For	No	No	No					
18	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	ıs	Instructor Name	Date Instructed	Approver Name	Date Approved	`	otable Shares	s	hares Voted



### **Arix Bioscience Plc**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	05/28/2019	arussell	05/28/2019	3,325,541	3,325,541
						Total Shares:	3,325,541	3,325,541

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	79,740,015	100.0%	0	0.0%	3,894	N/A	Poll	F+A
2	Υ	Pass	No	For	49.7%	40,079,954	50.3%	39,658,365	49.7%	5,590	N/A	Poll	F+A
3	Υ	Fail	No	For	67.6%	23,179,050	32.4%	48,338,181	67.6%	8,226,678	N/A	Poll	F+A
4	Υ	Pass	No	For	5.0%	75,716,711	95.0%	4,025,628	5.0%	1,570	N/A	Poll	F+A
5	Υ	Pass	No	For	7.0%	74,175,937	93.0%	5,566,402	7.0%	1,570	N/A	Poll	F+A
6	Υ	Pass	No	For	2.6%	77,691,164	97.4%	2,050,547	2.6%	2,198	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	79,739,711	100.0%	2,628	0.0%	1,570	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	79,741,711	100.0%	628	0.0%	1,570	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	79,741,711	100.0%	628	0.0%	1,570	N/A	Poll	F+A
10	Υ	Pass	No	For	4.4%	76,266,164	95.6%	3,476,175	4.4%	1,570	N/A	Poll	F+A
11	Υ	Pass	No	For	0.0%	79,741,711	100.0%	0	0.0%	2,198	N/A	Poll	F+A
12	Υ	Pass	No	For	9.4%	72,224,733	90.6%	7,524,156	9.4%	4,020	N/A	Poll	F+A
13	Υ	Pass	No	For	1.8%	78,313,875	98.2%	1,426,485	1.8%	3,549	N/A	Poll	F+A
14	Υ	Pass	No	For	7.7%	73,634,398	92.3%	6,105,491	7.7%	4,020	N/A	Poll	F+A
15	Υ	Pass	No	For	11.4%	70,676,320	88.6%	9,063,088	11.4%	4,501	N/A	Poll	F+A
16	Υ	Pass	No	For	10.9%	71,033,320	89.1%	8,706,088	10.9%	4,501	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	79,736,396	100.0%	5,063	0.0%	2,450	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	79,739,242	100.0%	2,250	0.0%	2,417	N/A	Poll	F+A



Approved Resolutions

Custodian

392452

Account Number

Ballot Details

Institutional Account Detail

RARF, RARF

(IA Name, IA Number)

### **Prosegur Cash SA**

Meeting Date: 06/03/2019 Primary Security ID: E8S56X108 Meeting ID: 1331791 Country: Spain Record Date: 05/29/2019 Meeting Type: Annual Ticker: CASH Primary CUSIP: E8S56X108 Primary ISIN: ES0105229001 Primary SEDOL: BDH3O71 Proxy Level: N/A Votable Shares: 4,752,980 Earliest Cutoff Date: 05/28/2019 Shares Voted: 4,752,980 Shares on Loan: 0 Shares Instructed: 4,752,980 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Votable Additional Voting Vote Against Against Against **Proposal Text** ISS Rec Policy Rec Policy Rec Instruction ISS Number Proponent Proposal **Mamt Rec** Mamt Policy 1 Approve Consolidated and Standalone Mgmt Yes For For For For No No No Financial Statements Approve Non-Financial Information Report Mgmt 2 Yes For For For For No No No 3 Approve Allocation of Income and Dividends Mamt Yes For For For For No No No Approve Discharge of Board Mgmt Yes For For For For No No No Reelect Christian Gut Revoredo as Director Mgmt Yes No No 5 For For For For No Voting Policy Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO. Blended Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO. 6 Reelect Jose Antonio Lasanta Luri as Director Mgmt Yes For For For Nο Nο No Voting Policy Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO. Blended Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO. Reelect Antonio Rubio Merino as Director Mamt Yes For For For For No No No Voting Policy Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO. Blended Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO. Renew Appointment of KPMG Auditores as 8.A Mgmt Yes For For For For No No No Auditor for FY 2019 8.B Appoint Ernst & Young as Auditor for FY Mgmt Yes For For For For No Nο No 2020, 2021 and 2022 9 Advisory Vote on Remuneration Report Mgmt Yes For For For For No No No 10 Authorize Board to Ratify and Execute Mgmt Yes For For For For No No No

Date

Instructed

05/28/2019

Approver

arussell

Date

Approved

05/28/2019

**Votable Shares** 

4,752,980

Shares Voted

4,752,980

Instructor

Name

arussel

**Ballot Status** 

Confirmed



### **Prosegur Cash SA**

Total Shares: 4,752,980 4,752,980

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Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	1,362,330,483	100.0%	0	0.0%	0	0.0%	Poll	F+A+AB
2	Υ	Pass	No	For	0.0%	1,362,330,483	100.0%	0	0.0%	0	0.0%	Poll	F+A+AB
3	Υ	Pass	No	For	0.0%	1,362,330,483	100.0%	0	0.0%	0	0.0%	Poll	F+A+AB
4	Υ	Pass	No	For	0.0%	1,362,328,483	100.0%	2,000	0.0%	0	0.0%	Poll	F+A+AB
5	Υ	Pass	No	For	0.2%	1,359,227,072	99.8%	759,143	0.1%	2,344,268	0.2%	Poll	F+A+AB
6	Υ	Pass	No	For	0.2%	1,359,227,964	99.8%	758,251	0.1%	2,344,268	0.2%	Poll	F+A+AB
7	Υ	Pass	No	For	0.3%	1,357,840,801	99.7%	2,145,414	0.2%	2,344,268	0.2%	Poll	F+A+AB
8.A	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
8.B	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	0.7%	1,352,261,488	99.3%	7,730,539	0.6%	2,338,456	0.2%	Poll	F+A+AB
10	Υ	Pass	No	For	0.1%	1,360,944,212	99.9%	1,386,271	0.1%	0	0.0%	Poll	F+A+AB

## **General Motors Company**

Meeting Date: 06/04/2019Country: USAPrimary Security ID: 37045V100Meeting ID: 1326692Record Date: 04/08/2019Meeting Type: AnnualTicker: GM

 Primary CUSIP: 37045V100
 Primary ISIN: US37045V1008
 Primary SEDOL: B665KZ5
 Proxy Level: 3

Earliest Cutoff Date: 06/03/2019 Shares Voted: 1,461,096 Votable Shares: 1,461,096 Shares on Loan: 0 Shares Instructed: 1,461,096

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominees is warranted.										
Blended Rationale: A vote FOR the director nominees is warranted.											
1b	Elect Director Wesley G. Bush	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



## **General Motors Company**

Gene	arai Motors Company										
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1c	Elect Director Linda R. Gooden	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1d	Elect Director Joseph Jimenez	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Jane L. Mendillo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director Judith A. Miscik	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Patricia F. Russo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Thomas M. Schoewe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Theodore M. Solso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1j	Elect Director Carol M. Stephenson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1k	Elect Director Devin N. Wenig	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Reporting Period: 01/01/2019 to 12/31/2019

## **General Motors Company**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Require Independent Board Chairman	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is warranted, as a policy of separating the board chair and CEO positions, beginning with the next CEO transition, would help to ensure robust oversight of management as the company faces unprecedented challenges to its business model and its leading position in the global auto industry.										
	Blended Rationale: A vote FOR this proposal is warrante beginning with the next CEO transition, would help to eu unprecedented challenges to its business model and its	nsure robust o	versight of i	management a	s the company	•					
5	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn expenditures, trade association memberships, and mana assess the risks and benefits associated with the compa	agement-level	oversight m	echanisms woo	uld help shareh	-					

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	000392452 Confirmed		arussell	05/29/2019	arussell	05/29/2019	1,461,096	1,461,096
						Total Shares:	1,461,096	1,461,096

#### **Meeting Results**

Outstanding Shares Voted: 1,420,831,726 Results Available: Full

Blended Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association memberships, and management-level oversight mechanisms would help shareholders better

assess the risks and benefits associated with the company's participation in the public policy process.

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.9%	1,095,141,532	98.1%	21,312,091	1.9%	4,158,293	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.4%	1,103,529,792	98.6%	15,855,840	1.4%	1,226,284	N/A	Proxy	F+A
1c	Y	Pass	No	For	0.2%	1,116,955,587	99.8%	2,577,863	0.2%	1,078,466	N/A	Proxy	F+A
1d	Y	Pass	No	For	0.4%	1,115,064,272	99.6%	4,346,037	0.4%	1,201,607	N/A	Proxy	F+A
1e	Y	Pass	No	For	1.1%	1,107,006,176	98.9%	12,515,824	1.1%	1,089,916	N/A	Proxy	F+A
1f	Y	Pass	No	For	0.2%	1,116,720,430	99.8%	2,574,473	0.2%	1,317,013	N/A	Proxy	F+A
1g	Y	Pass	No	For	2.8%	1,079,577,443	97.2%	30,944,427	2.8%	10,090,046	N/A	Proxy	F+A
1h	Y	Pass	No	For	0.2%	1,116,675,388	99.8%	2,697,719	0.2%	1,238,809	N/A	Proxy	F+A
1i	Y	Pass	No	For	1.1%	1,106,960,213	98.9%	12,514,709	1.1%	1,136,994	N/A	Proxy	F+A
1j	Y	Pass	No	For	1.7%	1,100,834,969	98.3%	18,676,004	1.7%	1,100,943	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.3%	1,116,586,109	99.7%	2,801,478	0.3%	1,224,329	N/A	Proxy	F+A
2	Y	Pass	No	For	2.6%	1,090,899,591	97.3%	27,543,713	2.5%	2,168,612	0.2%	Proxy	F+A+AB

Earliest Cutoff Date: 05/29/2019



Shares Instructed: 6,300,000

Reporting Period: 01/01/2019 to 12/31/2019

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Y	Pass	No	For	0.7%	1,264,343,798	99.3%	7,460,517	0.6%	1,604,292	0.1%	Proxy	F+A+AB
4	Υ	Fail	No	Against	37.2%	414,492,577	37.0%	703,378,125	62.8%	2,741,214	0.2%	Proxy	F+A+AB
5	Y	Fail	No	Against	29.8%	328,695,074	29.3%	786,938,618	70.2%	4,978,224	0.4%	Proxy	F+A+AB

# **Sherborne Investors (Guernsey) C Ltd.**

Meeting Date: 06/04/2019Country: GuernseyPrimary Security ID: G8T17N105Meeting ID: 1333394Record Date: 05/31/2019Meeting Type: AnnualTicker: SIGC

Votable Shares: 6,300,000

Primary CUSIP: G8T17N105 Primary ISIN: GG00BZ3C3B94 Primary SEDOL: BZ3C3B9 Proxy Level: N/A

Total Ballots: 1 Voting Policy: ISS Additional Policy:

**Shares Voted:** 6,300,000

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No

Shares on Loan: 0



### Sherborne Investors (Guernsey) C Ltd.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3	Re-elect Talmai Morgan as Director	Mgmt	Yes	For	Abstain		Abstain	For	No	Yes	Yes	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size, A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.



### Sherborne Investors (Guernsey) C Ltd.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
4	Re-elect Trevor Ash as Director	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size, A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

### Sherborne Investors (Guernsey) C Ltd.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
5	Re-elect Christopher Legge as Director	Mamt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size, A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Reporting Period: 01/01/2019 to 12/31/2019

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	:
6	Re-elect Ian Brindle as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size, A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

7	Ratify Deloitte LLP as Auditors	Mgmt	Yes	For	For	For	For	No	No	No
8	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For	For	For	No	No	No
9	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For	For	For	No	No	No

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	05/28/2019	arussell	05/28/2019	6,300,000	6,300,000
						Total Shares:	6,300,000	6,300,000

#### **Meeting Results**

**Outstanding Shares Voted:** Results Available: Partial



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A
3	Υ	Pass	No	For	0.8%	636,537,866	99.2%	5,071,451	0.8%	31,735,525	N/A	Show of hands	F+A
4	Υ	Pass	No	For	3.5%	636,537,866	96.5%	23,371,451	3.5%	13,435,525	N/A	Show of hands	F+A
5	Υ	Pass	No	For	3.5%	616,058,052	96.5%	22,457,265	3.5%	34,829,525	N/A	Show of hands	F+A
6	Υ	Pass	No	For	0.0%	659,909,317	100.0%	0	0.0%	13,435,525	N/A	Show of hands	F+A
7	Υ	Pass	No	For	0.1%	672,517,577	99.9%	827,265	0.1%	0	N/A	Show of hands	F+A
8	Υ	Pass	No	For	0.1%	672,517,577	99.9%	827,265	0.1%	0	N/A	Show of hands	F+A
9	Υ	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A

#### **Tesco Pic**

Meeting Date: 06/13/2019Country: United KingdomPrimary Security ID: G87621101Meeting ID: 1321692

**Record Date:** 06/11/2019 **Meeting Type:** Annual **Ticker:** TSCO

 Primary CUSIP: G87621101
 Primary ISIN: GB0008847096
 Primary SEDOL: 0884709
 Proxy Level: N/A

Earliest Cutoff Date: 06/07/2019 Shares Voted: 42,286,900 Votable Shares: 42,286,900 Shares on Loan: 0 Shares Instructed: 42,286,900

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Melissa Bethell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	gnificant col	ncerns have be	een identified.						
5	Re-elect John Allan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	gnificant col	ncerns have be	en identified.						
6	Re-elect Mark Armour as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns hav	ve been identifi	ied.					

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



### **Tesco Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Re-elect Stewart Gilliland as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
8	Re-elect Steve Golsby as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
9	Re-elect Byron Grote as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
10	Re-elect Dave Lewis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
11	Re-elect Mikael Olsson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
12	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant coi	ncerns have be	een identified.						
13	Re-elect Simon Patterson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	ĩed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
14	Re-elect Alison Platt as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
15	Re-elect Lindsey Pownall as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
16	Re-elect Alan Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
17	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



### **Tesco Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
18	Authorise Board to Fix Remuner Auditors	ation of	Mgmt	Yes	For	For		For	For	No	No	No
19	Approve Deferred Bonus Plan		Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is warı	ranted because	e the propos	sed amounts a	nd durations ar	e within					
21	Authorise Issue of Equity withou Rights	it Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR th recommended limits.	ese resolutions is warı	ranted because	e the propos	sed amounts a	nd durations ar	e within					
22	Authorise Issue of Equity withou Rights in Connection with an Aco Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR th recommended limits.	ese resolutions is warı	ranted because	e the propos	sed amounts a	nd durations ar	e within					
23	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
24	Approve Scrip Dividend		Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donations Expenditure	and	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		arussell	06/06/2019	arussell	06/06/2019		42,286,900		42,286,900
								Total Shares	:	42,286,900		42,286,900

#### **Meeting Results**

Outstanding Shares Voted: 9,793,496,561 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	7,157,608,276	100.0%	961,015	0.0%	29,963,930	N/A	Poll	F+A
2	Υ	Pass	No	For	2.8%	6,989,347,846	97.2%	197,645,037	2.8%	1,540,339	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	7.186.506.198	100.0%	1.589.681	0.0%	479.952	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
4	Υ	Pass	No	For	0.2%	7,171,394,471	99.8%	15,552,972	0.2%	1,628,388	N/A	Poll	F+A
5	Υ	Pass	No	For	5.3%	6,809,057,773	94.7%	378,081,541	5.3%	1,436,274	N/A	Poll	F+A
6	Υ	Pass	No	For	0.3%	7,163,253,774	99.7%	23,835,228	0.3%	1,486,830	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	7,159,978,241	99.6%	27,181,856	0.4%	1,415,735	N/A	Poll	F+A
8	Υ	Pass	No	For	0.3%	7,168,352,469	99.7%	18,776,292	0.3%	1,447,071	N/A	Poll	F+A
9	Υ	Pass	No	For	3.0%	6,974,031,980	97.0%	213,135,220	3.0%	1,408,177	N/A	Poll	F+A
10	Υ	Pass	No	For	0.1%	7,182,876,319	99.9%	4,455,417	0.1%	1,244,096	N/A	Poll	F+A
11	Υ	Pass	No	For	0.1%	7,181,326,187	99.9%	5,856,201	0.1%	1,394,569	N/A	Poll	F+A
12	Υ	Pass	No	For	0.2%	7,173,010,223	99.8%	14,100,138	0.2%	1,466,596	N/A	Poll	F+A
13	Υ	Pass	No	For	0.3%	7,168,516,811	99.7%	18,644,603	0.3%	1,415,543	N/A	Poll	F+A
14	Υ	Pass	No	For	0.9%	7,124,197,391	99.1%	62,925,844	0.9%	1,453,721	N/A	Poll	F+A
15	Υ	Pass	No	For	0.1%	7,182,847,966	99.9%	4,333,387	0.1%	1,395,526	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	7,163,847,042	99.7%	23,282,913	0.3%	1,447,002	N/A	Poll	F+A
17	Υ	Pass	No	For	2.7%	6,991,977,661	97.3%	195,304,076	2.7%	1,295,218	N/A	Poll	F+A
18	Υ	Pass	No	For	1.6%	7,073,216,455	98.4%	114,277,645	1.6%	1,082,855	N/A	Poll	F+A
19	Υ	Pass	No	For	0.7%	7,133,951,327	99.3%	52,028,755	0.7%	2,596,874	N/A	Poll	F+A
20	Υ	Pass	No	For	6.6%	6,711,169,987	93.4%	475,950,267	6.6%	1,456,702	N/A	Poll	F+A
21	Υ	Pass	No	For	1.5%	7,075,568,250	98.5%	111,038,406	1.5%	1,970,221	N/A	Poll	F+A
22	Υ	Pass	No	For	5.2%	6,812,558,154	94.8%	374,059,988	5.2%	1,958,735	N/A	Poll	F+A
23	Υ	Pass	No	For	1.5%	7,078,331,517	98.5%	107,181,500	1.5%	3,063,938	N/A	Poll	F+A
24	Υ	Pass	No	For	1.8%	7,059,180,746	98.2%	128,242,876	1.8%	1,153,334	N/A	Poll	F+A
25	Υ	Pass	No	For	4.7%	6,816,326,533	95.3%	339,350,420	4.7%	32,900,003	N/A	Poll	F+A
26	Υ	Pass	No	For	5.7%	6,748,345,067	94.3%	408,090,959	5.7%	32,140,930	N/A	Poll	F+A

# **Sony Corp.**

Meeting Date: 06/18/2019	Country: Japan	Primary Security ID: J76379106	Meeting ID: 1339785
Record Date: 03/31/2019	Meeting Type: Annual	Ticker: 6758	
<b>Primary CUSIP:</b> J76379106	Primary ISIN: JP3435000009	Primary SEDOL: 6821506	Proxy Level: N/A



#### Sony Corp.

Earliest Cutoff Date: 06/16/2019 **Shares Voted:** 1,405,100 Votable Shares: 1,405,100 Shares on Loan: 0 Shares Instructed: 1,405,100 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional **Proposal** Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Elect Director Yoshida, Kenichiro Yes No 1.1 Mgmt For For For For No No 1.2 Elect Director Totoki, Hiroki Mgmt Yes For For For For No No No 1.3 Elect Director Sumi, Shuzo Mgmt Yes For For No No For For No 1.4 Elect Director Tim Schaaff Mgmt Yes For For For For No No No 1.5 Elect Director Matsunaga, Kazuo Mgmt Yes For For For For No No No 1.6 Elect Director Miyata, Koichi Mgmt Yes For For For For No No No 1.7 Elect Director John V. Roos Mgmt Yes For For For For No No No 1.8 Elect Director Sakurai, Eriko Mgmt Yes For For For For No No No 1.9 Elect Director Minakawa, Kunihito Mgmt Yes For For For For No No No 1.10 Elect Director Oka, Toshiko Mgmt Yes For For For For No No No 1.11 Elect Director Akiyama, Sakie Mgmt Yes For For For For No No No

**Ballot Details** 

Elect Director Wendy Becker

Approve Stock Option Plan

Elect Director Hatanaka, Yoshihiko

1.12

1.13

2

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	06/07/2019	arussell	06/07/2019	1,405,100	1,405,100

For

For

For

Mgmt

Mgmt

Mgmt

Yes

Yes

Yes

Total Shares: 1,405,100

For

For

For

For

For

For

For

For

For

No

No

No

No

No

No

No

No

No

#### Meeting Results

Outstanding Shares Voted: 12,487,756 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	9,259,059	97.0%	212,327	N/A	3,141	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	9,429,469	99.0%	43,516	N/A	1,547	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	9,433,420	99.0%	39,569	N/A	1,541	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	9,436,113	99.0%	36,884	N/A	1,535	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	9,432,894	99.0%	40,083	N/A	1,553	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	9,301,595	97.0%	171,388	N/A	1,546	N/A	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.7	Υ	Pass	No	For	N/A	9,437,399	99.0%	35,584	N/A	1,548	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	9,437,647	99.0%	35,370	N/A	1,514	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	9,442,616	99.0%	30,358	N/A	1,558	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	9,414,485	99.0%	58,579	N/A	1,464	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	9,442,732	99.0%	30,318	N/A	1,482	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	9,444,845	99.0%	28,273	N/A	1,414	N/A	Poll	F+A+AB
1.13	Υ	Pass	No	For	N/A	9,443,419	99.0%	29,553	N/A	1,559	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	8,150,369	85.0%	1,313,943	N/A	11,623	N/A	Poll	F+A+AB

### **Whitbread Plc**

Total Ballots: 1	Voting Policy: ISS		Additional Policy:	
Earliest Cutoff Date: 06/13/2019	Shares Voted: 380,000	Votable Shares: 380,000	Shares on Loan: 0	Shares Instructed: 380,000
Primary CUSIP: G9606P197	Primary ISIN: GB00B1KJJ408	Primary SEDOL:	: B1KJJ40	Proxy Level: N/A
Meeting Date: 06/19/2019 Record Date: 06/17/2019	Country: United Kingdom  Meeting Type: Annual	Primary Secui Ticker: WTB	rity ID: G9606P197	Meeting ID: 1295632

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Frank Fiskers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant cond	cerns have bee	n identified.						
5	Re-elect David Atkins as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as ne	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant cond	cerns have bee	n identified.						
6	Re-elect Alison Brittain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as ne	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant cond	cerns have bee	n identified.						
7	Re-elect Nicholas Cadbury as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as ne	o significant	concerns have	been identified	<i>d.</i>					

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.



### **Whitbread Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
8	Re-elect Adam Crozier as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as no	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warr	ranted as no sigi	nificant conc	erns have bee	n identified.						
9	Re-elect Richard Gillingwater as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as no	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warr	ranted as no sigi	nificant conc	erns have bee	n identified.						
10	Re-elect Chris Kennedy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as no	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warr	ranted as no sigi	nificant conc	erns have bee	n identified.						
11	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as no	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warr	ranted as no sigi	nificant conc	erns have bee	n identified.						
12	Re-elect Louise Smalley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as no	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warr	ranted as no sigi	nificant conc	erns have bee	n identified.						
13	Re-elect Susan Martin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as no	o significant	concerns have	been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warr	ranted as no sigi	nificant conc	erns have bee	n identified.						
14	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pr	roposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	arranted because	e the propos	red amounts a	nd durations ar	e within					
18	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pr	roposed amoui	nts and duration	ns are within					



### **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
19	Authorise Issue of Equity withou Rights in Connection with an Acc Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions i	s warranted be	cause the pi	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
20	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RARF, RAF	RF	392452	Confirmed		arussell	06/10/2019	arussell	06/10/2019		380,000		380,000
								Total Shares	s: =====	380,000		380,000

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	97,379,137	100.0%	6,064	0.0%	1,140,163	N/A	Poll	F+A
2	Υ	Pass	No	For	3.0%	94,570,584	97.0%	2,958,424	3.0%	996,373	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	98,150,423	99.7%	320,508	0.3%	52,192	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	98,191,303	99.8%	218,149	0.2%	113,671	N/A	Poll	F+A
5	Υ	Pass	No	For	1.0%	97,399,810	99.0%	1,010,946	1.0%	112,367	N/A	Poll	F+A
6	Υ	Pass	No	For	1.0%	97,437,305	99.0%	979,020	1.0%	106,798	N/A	Poll	F+A
7	Υ	Pass	No	For	1.1%	97,343,049	98.9%	1,072,654	1.1%	107,259	N/A	Poll	F+A
8	Υ	Pass	No	For	1.1%	97,372,274	98.9%	1,042,325	1.1%	108,363	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	97,733,044	99.3%	676,889	0.7%	113,029	N/A	Poll	F+A
10	Υ	Pass	No	For	1.2%	97,235,095	98.8%	1,175,870	1.2%	111,997	N/A	Poll	F+A
11	Υ	Pass	No	For	1.7%	95,911,507	98.3%	1,706,192	1.7%	905,263	N/A	Poll	F+A
12	Υ	Pass	No	For	1.0%	97,400,301	99.0%	1,011,835	1.0%	110,826	N/A	Poll	F+A
13	Υ	Pass	No	For	0.6%	97,854,618	99.4%	559,255	0.6%	109,089	N/A	Poll	F+A
14	Y	Pass	No	For	2.8%	95,673,136	97.2%	2,789,763	2.8%	59,589	N/A	Poll	F+A



Shares Instructed: 380,000

Reporting Period: 01/01/2019 to 12/31/2019

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
15	Y	Pass	No	For	1.4%	97,090,563	98.6%	1,372,270	1.4%	59,655	N/A	Poll	F+A
16	Y	Pass	No	For	2.8%	95,647,204	97.2%	2,737,463	2.8%	137,822	N/A	Poll	F+A
17	Υ	Pass	No	For	3.1%	95,457,570	96.9%	3,003,058	3.1%	61,758	N/A	Poll	F+A
18	Υ	Pass	No	For	2.0%	96,411,431	98.0%	1,971,310	2.0%	77,210	N/A	Poll	F+A
19	Y	Pass	No	For	3.7%	94,608,116	96.3%	3,655,533	3.7%	77,110	N/A	Poll	F+A
20	Υ	Pass	No	For	1.0%	97,279,264	99.0%	994,732	1.0%	68,403	N/A	Poll	F+A
21	Y	Pass	No	For	4.1%	94,225,664	95.9%	4,054,666	4.1%	60,430	N/A	Poll	F+A

#### **Whitbread Plc**

Earliest Cutoff Date: 06/13/2019

Meeting Date: 06/19/2019Country: United KingdomPrimary Security ID: G9606P197Meeting ID: 1333380

Record Date: 06/17/2019 Meeting Type: Special Ticker: WTB

Shares Voted: 380,000

 Primary CUSIP: G9606P197
 Primary ISIN: G80081KIJ408
 Primary SEDOL: B1KJJ40
 Proxy Level: N/A

Votable Shares: 380,000

Shares on Loan: 0

Total Ballots: 1 Voting Policy: ISS Additional Policy:

i Otai Bailt	JG. 1	voting Folicy: 133					Auditional F	oncy.				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Market Purchas	,	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Share Consolidat	tion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A	vote FOR these resolutions	is warranted as	no significa	nt issues of co	ncern have bee	en identified.					
	Blended Rationale: A vote	FOR these resolutions is wa	arranted as no si	ignificant iss	sues of concer	n have been ide	entified.					
3	Amend Articles of Associa	ation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A	vote FOR these resolutions	is warranted as	no significa	nt issues of co	ncern have bee	en identified.					
	Blended Rationale: A vote	FOR these resolutions is wa	arranted as no s	ignificant iss	sues of concer	n have been ide	entified.					
4	Authorise Market Purchas	se of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		arussell	06/10/2019	arussell	06/10/2019		380,000		380,000
								Total Share	s:	380,000		380,000

#### **Meeting Results**

Outstanding Shares Voted: 173,873,641 Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.8%	97,059,841	98.2%	1,814,010	1.8%	80,625	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	98,659,674	99.8%	233,908	0.2%	60,894	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	98,596,439	99.8%	232,745	0.2%	125,292	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	98,697,988	99.9%	132,174	0.1%	123,984	N/A	Poll	F+A

## Dai-ichi Life Holdings, Inc.

**Meeting Date:** 06/21/2019

Country: Japan

Primary Security ID: J09748112

Meeting ID: 1338594

**Record Date:** 03/31/2019

Meeting Type: Annual

**Ticker:** 8750

Proxy Level: N/A

Primary CUSIP: J09748112

**Primary ISIN:** JP3476480003

Primary SEDOL: B601QS4

Earliest Cutoff Date: 06/19/2019

**Shares Voted:** 2,239,400

Votable Shares: 2,239,400

Shares on Loan: 0
Additional Policy:

Shares Instructed: 2,239,400

Total Ballots: 1

Voting Policy: ISS

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, W Dividend of JPY 58	Vith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Watanabe, Koichir	то	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Inagaki, Seiji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Tsuyuki, Shigeo		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Tsutsumi, Satoru		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Ishii, Kazuma	ect Director Ishii, Kazuma		Yes	For	For		For	For	No	No	No
2.6	elect Director Taketomi, Masao		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Teramoto, Hideo			Yes	For	For		For	For	No	No	No
2.8	Elect Director George Olcott		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Maeda, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Inoue, Yuriko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		arussell	06/12/2019	arussell	06/12/2019		2,239,400		2,239,400
								Total Shares	. ====	2,239,400		2,239,400

**Meeting Results** 

**Outstanding Shares Voted:** 

Results Available: Partial



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	8,840,146	99.3%	36,660	N/A	1,165	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	7,683,851	86.3%	1,190,741	N/A	7,537	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	7,761,411	87.1%	1,113,175	N/A	7,537	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	7,747,829	87.0%	1,126,764	N/A	7,537	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	7,751,011	87.0%	1,123,582	N/A	7,537	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	7,748,340	87.0%	1,126,253	N/A	7,537	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	7,751,481	87.0%	1,123,112	N/A	7,537	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	7,751,281	87.0%	1,123,312	N/A	7,537	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	7,833,736	88.0%	1,046,878	N/A	1,517	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	7,840,507	88.0%	1,040,107	N/A	1,517	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	7,840,596	88.0%	1,040,018	N/A	1,517	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	7,735,144	86.8%	1,145,470	N/A	1,517	N/A	Poll	F+A+AB

## **ORIX** Corp.

Earliest Cutoff Date: 06/19/2019	<b>Shares Voted:</b> 2,747,200	Votable Shares: 2,747,200	Shares on Loan: 0	Shares Instructed: 2,747,200	
<b>Primary CUSIP:</b> J61933123	Primary ISIN: JP3200450009	Primary SEDOL:	6661144	Proxy Level: N/A	
<b>Record Date:</b> 03/31/2019	Meeting Type: Annual	<b>Ticker:</b> 8591			
Meeting Date: 06/21/2019	Country: Japan	Primary Secur	ity ID: J61933123	Meeting ID: 1342164	

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Inoue, Makoto	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Nishigori, Yuichi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Stan Koyanagi	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Irie, Shuji	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Taniguchi, Shoji	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Matsuzaki, Satoru	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Tsujiyama, Eiko	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Usui, Nobuaki	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Yasuda, Ryuji	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Takenaka, Heizo	Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Michael Cusumano	Mgmt	Yes	For	For		For	For	No	No	No



## **ORIX Corp.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.12	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares	S	hares Voted
RARF, RAR	F	392452	Confirmed		arussell	06/12/2019	arussell	06/12/2019		2,747,200		2,747,200
					_			Total Shares:		2,747,200		2,747,200

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	9,905,945	96.3%	365,766	N/A	5,068	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	10,097,369	98.1%	75,205	N/A	104,207	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	10,096,537	98.1%	76,037	N/A	104,207	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	10,096,893	98.1%	75,681	N/A	104,207	N/A	Poll	F+A+AB
1.5	Y	Pass	No	For	N/A	10,097,420	98.1%	75,154	N/A	104,207	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	10,097,298	98.1%	75,276	N/A	104,207	N/A	Poll	F+A+AB
1.7	Y	Pass	No	For	N/A	10,193,271	99.1%	78,445	N/A	5,068	N/A	Poll	F+A+AB
1.8	Y	Pass	No	For	N/A	10,169,983	98.8%	101,731	N/A	5,068	N/A	Poll	F+A+AB
1.9	Y	Pass	No	For	N/A	10,197,095	99.1%	74,620	N/A	5,068	N/A	Poll	F+A+AB
1.10	Y	Pass	No	For	N/A	10,235,125	99.5%	36,590	N/A	5,068	N/A	Poll	F+A+AB
1.11	Y	Pass	No	For	N/A	10,243,258	99.6%	28,457	N/A	5,068	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	10,243,657	99.6%	28,058	N/A	5,068	N/A	Poll	F+A+AB

## **BANDAI NAMCO Holdings Inc.**

Meeting Date: 06/24/2019	Country: Japan	Primary Security ID: Y0606D102	Meeting ID: 1340491
Record Date: 03/31/2019	Meeting Type: Annual	Ticker: 7832	
Primary CUSIP: Y0606D102	Primary ISIN: JP3778630008	Primary SEDOL: B0JDQD4	Proxy Level: N/A



## **BANDAI NAMCO Holdings Inc.**

Earliest Cutoff Date: 06/21/2019 Shares Voted: 954,300 Votable Shares: 954,300 Shares on Loan: 0 Shares Instructed: 954,300

Total Ballots: 1 Voting Policy: ISS

Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote t Against ISS
1	Approve Allocation of Income, w Dividend of JPY 127	vith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Taguchi, Mitsuaki		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Otsu, Shuji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Asako, Yuji		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Kawaguchi, Masar	·u	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Miyakawa, Yasuo		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Hagiwara, Hitoshi		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawashiro, Kazum	ni	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Asanuma, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsuda, Yuzuru		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuwabara, Satoko	•	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Noma, Mikiharu		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kawana, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		arussell	06/03/2019	arussell	06/03/2019		954,300		954,300
								Total Shares	:	954,300		954,300

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	1,848,498	97.7%	279	N/A	1,886	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	1,827,366	96.9%	21,582	N/A	1,886	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	1,834,104	96.9%	12,576	N/A	4,156	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	1,834,185	96.9%	12,495	N/A	4,156	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	1,834,139	96.9%	12,541	N/A	4,156	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	1,834,198	96.9%	12,482	N/A	4,156	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	1,834,209	96.9%	12,471	N/A	4,156	N/A	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.7	Y	Pass	No	For	N/A	1,834,191	96.9%	12,489	N/A	4,156	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	1,832,678	96.9%	14,002	N/A	4,156	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	1,848,372	97.7%	580	N/A	1,886	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	1,848,433	97.7%	519	N/A	1,886	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	1,848,415	97.7%	537	N/A	1,886	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	1,847,420	97.6%	1,532	N/A	1,886	N/A	Poll	F+A+AB

## **Tokio Marine Holdings, Inc.**

 Meeting Date: 06/24/2019
 Country: Japan
 Primary Security ID: 386298106
 Meeting ID: 1339806

**Record Date:** 03/31/2019 **Meeting Type:** Annual **Ticker:** 8766

 Primary CUSIP: J86298106
 Primary ISIN: JP3910660004
 Primary SEDOL: 6513126
 Proxy Level: N/A

Earliest Cutoff Date: 06/20/2019 Shares Voted: 555,500 Votable Shares: 555,500 Shares on Loan: 0 Shares Instructed: 555,500

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 90	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Nagano, Tsuyoshi	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Okada, Makoto	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Yuasa, Takayuki	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Fujita, Hirokazu	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Komiya, Satoru	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Mimura, Akio	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Egawa, Masako	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Mitachi, Takashi	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Endo, Nobuhiro	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Hirose, Shinichi	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Harashima, Akira	Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Okada, Kenji	Mgmt	Yes	For	For		For	For	No	No	No
3.1	Appoint Statutory Auditor Ito, Takashi	Mgmt	Yes	For	For		For	For	No	No	No
3.2	Appoint Statutory Auditor Horii, Akinari	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Cash Compensation Ceiling and Deep Discount Stock Option Plan for Directors	Mgmt	Yes	For	For		For	For	No	No	No



## **Tokio Marine Holdings, Inc.**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	06/12/2019	arussell	06/12/2019	555,500	555,500
						Total Shares:	555,500	555,500

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

	uning Shares					ico Avanabici i aic							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	5,865,638	99.7%	1,274	N/A	18,428	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	5,738,563	97.5%	123,245	N/A	23,533	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	5,790,937	98.4%	47,276	N/A	47,128	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	5,791,053	98.4%	47,159	N/A	47,128	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	5,791,036	98.4%	47,176	N/A	47,128	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	5,816,808	98.8%	44,997	N/A	23,533	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	5,817,308	98.8%	4,959	N/A	18,435	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	5,856,896	99.5%	10,011	N/A	18,435	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	5,841,897	99.3%	25,009	N/A	18,435	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	5,856,426	99.5%	10,481	N/A	18,435	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	5,791,077	98.4%	47,135	N/A	47,128	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	5,791,074	98.4%	47,138	N/A	47,128	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	5,790,750	98.4%	47,462	N/A	47,128	N/A	Poll	F+A+AB
3.1	Y	Pass	No	For	N/A	5,801,714	98.6%	41,585	N/A	42,030	N/A	Poll	F+A+AB
3.2	Y	Pass	No	For	N/A	5,863,899	99.6%	2,999	N/A	18,435	N/A	Poll	F+A+AB
4	Y	Pass	No	For	N/A	4,439,122	75.4%	1,427,687	N/A	18,515	N/A	Poll	F+A+AB

## **DuPont de Nemours, Inc.**

Meeting Date: 06/25/2019	Country: USA	Primary Security ID: 26614N102	<b>Meeting ID:</b> 1333412
Record Date: 04/26/2019	Meeting Type: Annual	Ticker: DD	
Primary CUSIP: 26614N102	<b>Primary ISIN:</b> US26614N1028	Primary SEDOL: BK0VN47	Proxy Level: 3



### **DuPont de Nemours, Inc.**

Blended Rationale: A vote FOR the director nominees is warranted.

Earliest Cutoff Date: 06/24/2019 **Shares Voted: 2,093,440** Votable Shares: 2,093,440 Shares on Loan: 0 Shares Instructed: 2,093,440 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Voting Votable Additional Proposal Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Elect Director Edward D. Breen Yes For No No 1a Mgmt For For For No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1b Elect Director Ruby R. Chandy For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director Franklin K. Clyburn, Jr. For 1c Mgmt Yes For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1d Elect Director Terrence R. Curtin For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director Alexander M. Cutler For 1e Mgmt Yes For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1f Elect Director C. Marc Doyle For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1g Elect Director Eleuthere I. du Pont Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1h Elect Director Rajiv L. Gupta Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1i Elect Director Luther C. Kissam Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted.



## **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1j	Elect Director Frederick M. Low	ery	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F	OR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR to	he director nominees i	is warranted.									
1k	Elect Director Raymond J. Milch	novich	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F	OR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR to	he director nominees i	is warranted.									
11	Elect Director Steven M. Sterin		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F	OR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote FOR to	he director nominees i	is warranted.									
2	Advisory Vote to Ratify Named Officers' Compensation	Executive	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers	LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Written	Consent	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote F shareholder rights.	OR this proposal is wa	arranted given t	hat the abili	ity to act by wi	ritten consent v	vould enhance					
	Blended Rationale: A vote FOR to shareholder rights.	his proposal is warran	ted given that t	he ability to	act by written	consent would	d enhance					
5	Report on Pay Disparity		SH	Yes	Against	Against		Against	Against	No	No	No
6	Report on Public Health Risks o Petrochemical Operations in Flo Areas		SH	Yes	Against	Against		Against	Against	No	No	No
7	Report on Efforts to Reduce Pla Pollution	stic Pellet	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
RARF, RAF	RF	000392452	Confirmed		arussell	06/19/2019	arussell	06/19/2019		2,093,440		2,093,440
								Total Shares	:	2,093,440		2,093,440

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.3%	1,603,106,529	98.7%	21,507,272	1.3%	8,730,464	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.7%	1,612,423,930	99.3%	12,154,227	0.7%	8,766,108	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.8%	1,610,693,486	99.2%	13,193,327	0.8%	9,457,452	N/A	Proxy	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1d	Υ	Pass	No	For	0.8%	1,610,972,823	99.2%	12,941,888	0.8%	9,429,554	N/A	Proxy	F+A
1e	Y	Pass	No	For	4.1%	1,556,918,624	95.9%	66,728,838	4.1%	9,696,803	N/A	Proxy	F+A
1f	Y	Pass	No	For	0.8%	1,611,963,043	99.2%	12,332,121	0.8%	9,049,101	N/A	Proxy	F+A
1g	Y	Pass	No	For	0.9%	1,610,451,592	99.1%	14,141,161	0.9%	8,751,512	N/A	Proxy	F+A
1h	Y	Pass	No	For	1.0%	1,608,066,058	99.0%	16,126,332	1.0%	9,151,875	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.9%	1,609,714,155	99.1%	14,111,154	0.9%	9,518,956	N/A	Proxy	F+A
1j	Υ	Pass	No	For	0.7%	1,612,590,366	99.3%	11,311,517	0.7%	9,442,382	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.9%	1,609,929,545	99.1%	13,906,740	0.9%	9,507,980	N/A	Proxy	F+A
11	Υ	Pass	No	For	0.7%	1,612,202,304	99.3%	11,684,839	0.7%	9,457,122	N/A	Proxy	F+A
2	Υ	Pass	No	For	6.4%	1,516,982,899	93.6%	104,407,571	6.4%	11,953,795	N/A	Proxy	F+A
3	Υ	Pass	No	For	2.4%	1,919,305,131	97.6%	37,373,345	1.9%	9,854,830	0.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	47.2%	763,669,891	47.2%	855,346,093	52.8%	14,328,281	N/A	Proxy	F+A
5	Y	Fail	No	Against	6.7%	107,623,637	6.7%	1,500,295,826	93.3%	25,424,802	N/A	Proxy	F+A
6	Y	Fail	No	Against	7.0%	111,903,594	7.0%	1,487,688,889	93.0%	33,751,782	N/A	Proxy	F+A
7	Y	Fail	No	Against	6.7%	107,773,350	6.7%	1,491,783,148	93.3%	33,787,767	N/A	Proxy	F+A

### **T&D Holdings, Inc.**

Meeting Date: 06/26/2019 Country: Japan Primary Security ID: J86796109 Meeting ID: 1339390 **Record Date:** 03/31/2019 Ticker: 8795 Meeting Type: Annual Primary CUSIP: J86796109 Primary ISIN: JP3539220008 Primary SEDOL: 6744294 Proxy Level: N/A Earliest Cutoff Date: 06/24/2019 Shares Voted: 92 Votable Shares: 92  $\textbf{Shares on Loan:}\ 0$ **Shares Instructed:** 92

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Vote Votable Additional Voting Against Proposal Vote Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt **Policy** ISS Approve Allocation of Income, with a Final Yes For 1 Mgmt For For For No No No Dividend of JPY 22 2.1 Elect Director Kida, Tetsuhiro Mgmt Yes For For For For No No No 2.2 Elect Director Uehara, Hirohisa Mgmt Yes For For For For No No No 2.3 Elect Director Seike, Koichi Yes Mgmt For For For For No No No Elect Director Nagata, Mitsuhiro 2.4 Mgmt Yes For For For For No No No 2.5 Elect Director Tamura, Yasuro Mgmt Yes For For For For No No No 2.6 Elect Director Tanaka, Yoshihisa Mgmt Yes For For For For No No No 2.7 Elect Director Matsuyama, Haruka Mgmt Yes For For For No No No



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

# **T&D Holdings, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Against n Mgmt	Against Policy	Against ISS
2.8	Elect Director Ogo, Naoki	Mgmt	Yes	For	For		For	For	No	No	No	
2.9	Elect Director Higaki, Seiji	Mgmt	Yes	For	For		For	For	No	No	No	
2.10	Elect Director Soejima, Naoki	Mgmt	Yes	For	For		For	For	No	No	No	
2.11	Elect Director Kudo, Minoru	Mgmt	Yes	For	For		For	For	No	No	No	
2.12	Elect Director Itasaka, Masafun	Mgmt	Yes	For	For		For	For	No	No	No	
3	Appoint Alternate Statutory Auditor Mg Watanabe, Kensaku			Yes	For	For		For	For	No	No	No
Ballot De	etails											
Institutional Account Detail Custodian (IA Name, IA Number) Account Number		Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted	
RARF, RAR	RARF, RARF 392452		Confirmed		arussell	06/12/2019	arussell	06/12/2019		92		92
								Total Share	s:	92		92

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	4,674,790	97.8%	91,302	N/A	68	N/A	Poll	F+A+AB
2.1	Y	Pass	No	For	N/A	4,263,961	89.2%	493,876	N/A	8,688	N/A	Poll	F+A+AB
2.2	Y	Pass	No	For	N/A	4,429,074	92.6%	326,498	N/A	10,949	N/A	Poll	F+A+AB
2.3	Y	Pass	No	For	N/A	4,583,366	95.9%	172,481	N/A	10,683	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	4,638,057	97.0%	117,790	N/A	10,683	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	4,638,041	97.0%	117,806	N/A	10,683	N/A	Poll	F+A+AB
2.6	Y	Pass	No	For	N/A	4,637,508	97.0%	118,339	N/A	10,683	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	4,642,775	97.1%	123,690	N/A	68	N/A	Poll	F+A+AB
2.8	Y	Pass	No	For	N/A	4,702,700	98.4%	63,766	N/A	68	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	4,701,299	98.3%	65,167	N/A	68	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	4,636,407	97.0%	119,440	N/A	10,683	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	4,582,247	95.8%	173,600	N/A	10,683	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	4,636,972	97.0%	118,875	N/A	10,683	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	4,745,091	99.2%	21,399	N/A	68	N/A	Poll	F+A+AB



### Mitsubishi Electric Corp.

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J43873116
 Meeting ID: 1340547

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 6503

 Primary CUSIP: J43873116
 Primary ISIN: JP3902400005
 Primary SEDOL: 6597045
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 4,425,000 Votable Shares: 4,425,000 Shares on Loan: 0 Shares Instructed: 4,425,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Sakuyama, Masaki	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Sugiyama, Takeshi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Okuma, Nobuyuki	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Matsuyama, Akihiro	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Sagawa, Masahiko	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Harada, Shinji	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Kawagoishi, Tadashi	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Yabunaka, Mitoji	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Obayashi, Hiroshi	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Watanabe, Kazunori	Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Koide, Hiroko	Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Oyamada, Takashi	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed		Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	06/10/2019	arussell	06/10/2019	4,425,000	4,425,000
						Total Shares:	4,425,000	4,425,000

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	17,506,881	95.8%	530,654	N/A	12,079	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,778,914	97.3%	258,622	N/A	12,079	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	17,771,015	97.3%	266,521	N/A	12,079	N/A	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.4	Y	Pass	No	For	N/A	16,969,733	92.9%	1,064,703	N/A	15,167	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	17,485,393	95.7%	552,135	N/A	12,079	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	16,973,290	92.9%	1,064,234	N/A	12,079	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	17,486,942	95.7%	550,586	N/A	12,079	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	17,913,476	98.1%	134,178	N/A	1,962	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	17,880,464	97.9%	164,102	N/A	5,050	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	17,937,645	98.2%	110,009	N/A	1,962	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	17,937,882	98.2%	109,772	N/A	1,962	N/A	Poll	F+A+AB
1.12	Y	Pass	No	For	N/A	14,668,462	80.3%	3,379,180	N/A	1,962	N/A	Poll	F+A+AB

## Mitsubishi UFJ Financial Group, Inc.

Meeting Date: 06/27/2019 Country: Japan Primary Security ID: 344497105 Meeting ID: 1342161

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8306

 Primary CUSIP: J44497105
 Primary ISIN: JP3902900004
 Primary SEDOL: 6335171
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 16,010,420 Votable Shares: 16,010,420 Shares on Loan: 0 Shares Instructed: 16,010,420

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Total Ball	ots: 1 Voting Policy: ISS					Additional Pol	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 11	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Fujii, Mariko	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Kato, Kaoru	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Matsuyama, Haruka	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Toby S. Myerson	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nomoto, Hirofumi	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2.6	Elect Director Okuda, Tsutomu	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Shingai, Yasushi	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Tarisa Watanagase	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Yamate, Akira	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuroda, Tadashi	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Okamoto, Junichi	Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Hirano, Nobuyuki	Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Ikegaya, Mikio	Mgmt	Yes	For	For		For	For	No	No	No

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

## Mitsubishi UFJ Financial Group, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.14	Elect Director Araki, Saburo		Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Mike, Kanetsugu		Mgmt	Yes	For	For		For	For	No	No	No
2.16	Elect Director Kamezawa, Hironori		Mgmt	Yes	For	For		For	For	No	No	No
	etails nal Account Detail c, IA Number)	Custodian Account Number	Ballot Statu	ıs	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares		Shares Voted
RARF, RAR	UF	392452	Confirmed		rpestana	06/14/2019	rpestana	06/14/2019		16,010,420		16,010,420
					_			Total Shares:	10	5,010,420		16,010,420

#### **Meeting Results**

Outstanding Shares Voted: 129,431,095

Results Available: Full

		,	-,										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	99,160,011	97.7%	421,905	N/A	33,385	N/A	Poll	F+A+AE
2.1	Υ	Pass	No	For	N/A	98,522,399	97.1%	1,069,871	N/A	23,033	N/A	Poll	F+A+AE
2.2	Υ	Pass	No	For	N/A	98,509,192	97.1%	1,085,279	N/A	20,830	N/A	Poll	F+A+AE
2.3	Υ	Pass	No	For	N/A	98,004,527	96.6%	1,589,966	N/A	20,809	N/A	Poll	F+A+AE
2.4	Υ	Pass	No	For	N/A	98,498,248	97.1%	1,096,284	N/A	20,772	N/A	Poll	F+A+AE
2.5	Υ	Pass	No	For	N/A	94,464,496	93.1%	5,129,937	N/A	20,862	N/A	Poll	F+A+AE
2.6	Υ	Pass	No	For	N/A	96,232,568	94.9%	3,361,868	N/A	20,866	N/A	Poll	F+A+Al
2.7	Υ	Pass	No	For	N/A	98,468,157	97.1%	1,126,261	N/A	20,883	N/A	Poll	F+A+Al
2.8	Υ	Pass	No	For	N/A	98,505,376	97.1%	1,089,065	N/A	20,862	N/A	Poll	F+A+Al
2.9	Υ	Pass	No	For	N/A	98,476,543	97.1%	1,117,898	N/A	20,860	N/A	Poll	F+A+AE
2.10	Υ	Pass	No	For	N/A	95,712,835	94.3%	3,881,592	N/A	20,862	N/A	Poll	F+A+AE
2.11	Υ	Pass	No	For	N/A	95,712,239	94.3%	3,882,152	N/A	20,898	N/A	Poll	F+A+AE
2.12	Υ	Pass	No	For	N/A	96,420,509	95.0%	3,173,949	N/A	20,842	N/A	Poll	F+A+A
2.13	Υ	Pass	No	For	N/A	96,324,657	94.9%	3,269,722	N/A	20,923	N/A	Poll	F+A+A
2.14	Υ	Pass	No	For	N/A	96,306,244	94.9%	3,288,134	N/A	20,923	N/A	Poll	F+A+Al
2.15	Υ	Pass	No	For	N/A	92,028,460	90.7%	7,565,980	N/A	20,849	N/A	Poll	F+A+Al
2.16	Υ	Pass	No	For	N/A	98,173,470	96.8%	1,418,693	N/A	23,139	N/A	Poll	F+A+A



## **Sumitomo Mitsui Financial Group, Inc.**

Meeting Date: 06/27/2019 Primary Security ID: J7771X109 Meeting ID: 1343086 Country: Japan

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8316

Shares Voted: 2,435,880

Primary SEDOL: 6563024 Primary CUSIP: 17771X109 Primary ISIN: JP3890350006 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Votable Shares: 2,435,880 Shares Instructed: 2,435,880 Shares on Loan: 0 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Vote Votable Additional Against Against Voting Vote Against **Proposal Text** Mgmt Rec ISS Rec **Policy Rec** Policy Rec Instruction ISS Number Proponent Proposal Mgmt Policy 1 Approve Allocation of Income, with a Final Mgmt Yes For For For For No No No Dividend of JPY 95 Elect Director Kunibe, Takeshi 2.1 Mgmt Yes For For For For No No No 2.2 Elect Director Ota, Jun Yes Mamt For For For For No No No Elect Director Takashima, Makoto 2.3 Mgmt Yes For For For For No No No 2.4 Elect Director Nagata, Haruyuki Mgmt Yes For For For For No No No 2.5 Elect Director Nakashima, Toru Mgmt Yes For For For For No No No Elect Director Inoue, Atsuhiko 2.6 Mgmt Yes For For For For No No No Elect Director Mikami, Toru Mgmt 2.7 Yes For For For For No No No 2.8 Elect Director Kubo, Tetsuya Mgmt Yes For For For For No No No 2.9 Elect Director Matsumoto, Masayuki Mgmt Yes For For No No No For For 2.10 Elect Director Arthur M. Mitchell Mgmt Yes For For For For No No No 2.11 Elect Director Yamazaki, Shozo Mgmt Yes For For For For No No No Mgmt 2.12 Elect Director Kono, Masaharu Yes For For For For No No No 2.13 Elect Director Tsutsui, Yoshinobu Mamt Yes For For For For No No No 2.14 Elect Director Shimbo, Katsuyoshi Mgmt Yes For For For For No No No 2.15 Elect Director Sakurai, Eriko Mgmt Yes For For For No No No **Ballot Details** Institutional Account Detail Custodian Instructor Date Approver Date **Ballot Status** Votable Shares (IA Name, IA Number) Account Number Name Instructed Name Approved Shares Voted RARF, RARF 392452 Confirmed 06/20/2019 06/20/2019 2,435,880 2,435,880 arussell arussell **Total Shares:** 2,435,880 2,435,880

#### **Meeting Results**

**Outstanding Shares Voted:** Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	10.729.199	98.9%	53,574	N/A	6.784	N/A	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.1	Υ	Pass	No	For	N/A	10,178,887	93.7%	607,793	N/A	12,603	N/A	Poll	F+A+AE
2.2	Y	Pass	No	For	N/A	10,045,984	92.5%	740,699	N/A	12,598	N/A	Poll	F+A+AE
2.3	Y	Pass	No	For	N/A	10,645,162	98.0%	141,534	N/A	12,598	N/A	Poll	F+A+AE
2.4	Υ	Pass	No	For	N/A	10,644,331	98.0%	142,360	N/A	12,602	N/A	Poll	F+A+A
2.5	Υ	Pass	No	For	N/A	10,614,505	97.7%	172,188	N/A	12,600	N/A	Poll	F+A+Al
2.6	Y	Pass	No	For	N/A	10,330,294	95.1%	456,392	N/A	12,598	N/A	Poll	F+A+Al
2.7	Υ	Pass	No	For	N/A	10,333,356	95.1%	453,320	N/A	12,608	N/A	Poll	F+A+A
2.8	Y	Pass	No	For	N/A	10,593,937	97.5%	192,758	N/A	12,598	N/A	Poll	F+A+A
2.9	Y	Pass	No	For	N/A	10,670,403	98.2%	122,141	N/A	6,753	N/A	Poll	F+A+A
2.10	Y	Pass	No	For	N/A	10,724,516	98.7%	68,039	N/A	6,745	N/A	Poll	F+A+A
2.11	Y	Pass	No	For	N/A	10,737,113	98.9%	55,436	N/A	6,749	N/A	Poll	F+A+A
2.12	Y	Pass	No	For	N/A	10,722,517	98.7%	70,023	N/A	6,760	N/A	Poll	F+A+A
2.13	Y	Pass	No	For	N/A	10,549,401	97.1%	243,143	N/A	6,753	N/A	Poll	F+A+A
2.14	Y	Pass	No	For	N/A	10,737,678	98.9%	54,868	N/A	6,752	N/A	Poll	F+A+A
2.15	Y	Pass	No	For	N/A	10,713,205	98.6%	79,347	N/A	6,748	N/A	Poll	F+A+A

## **John Keells Holdings Plc**

John Reens Holam	95110							
Meeting Date: 06/28/2019 Record Date:	Meeting Type: Annual		i <b>ty ID:</b> Y44558149 000		Meeting ID: 1319075			
Primary CUSIP: Y44558149	Primary ISIN: LK0092N00003	Primary SEDOL:	6475538		Proxy Level: N/A	Ą		
Earliest Cutoff Date: 06/24/2019	<b>Shares Voted:</b> 9,547,754	Votable Shares: 9,547,754	Shares on Loan: 0		Shares Instructe	ed: 9,547,75	4	
Total Ballots: 1	Voting Policy: ISS		Additional Policy:					
Proposal		Votable	Additional Voting	Vote	Vote Against	Vote Against	Vote Against	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Reelect J. G. A. Cooray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warn and the company's board and committee dynamics.										
	Blended Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.	ed given the at	bsence of an	ny known issue	es concerning th	he nominees an	d				
2	Reelect S. S. H. Wijayasuriya as Director	Mgmt	Yes	For	For		For	For	No	No	No

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.

Blended 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.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **John Keells Holdings Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Against n Mgmt	Against Policy	t Against ISS
3	Reelect R. Coomaraswar	my as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A and the company's board	vote FOR all nominees is wa and committee dynamics.	rranted given t	he absence	of any known	issues concern	ing the nomine	es				
	Blended Rationale: A vote the company's board and	FOR all nominees is warrant committee dynamics.	ed given the al	bsence of ar	ny known issue	es concerning ti	he nominees ar	nd				
4	Approve Ernst and Youn Authorize Board to Fix th	•	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
RARF, RAI	RF	392452	Confirmed		arussell	06/17/2019	arussell	06/17/2019		9,547,754		9,547,754
								Total Shares	<u> </u>	9,547,754		9,547,754

#### **Meeting Results**

RARF, RARF

Outstanding Shares Voted: Results Available: Not Disclosed

392452

Confirmed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **John Keells Holdings Plc**

	reciis moranigs i												
Meeting	<b>Date:</b> 06/28/2019	Country: Sri Lanka			Primary	Security ID	: Y44558149		Meeting ID: 1348065				
Record D	Date:	Meeting Type: Spe	ecial		Ticker:	JKH.N0000							
Primary C	<b>USIP:</b> Y44558149	Primary ISIN: LK0093	2N00003		Primary	<b>SEDOL:</b> 647553	88		Prox	y Level: N/	A		
Earliest Co	utoff Date: 06/24/2019	Shares Voted: 9,547,	754	Votable Shares: 9,547,754			Shares on Lo	an: 0	Share	es Instructo	ed: 9,547,75	54	
Fotal Ballots: 1		Voting Policy: ISS	Additional Policy:			licy:							
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
1	Approve Employee Share Option	n Scheme	Mgmt	Yes	For	For		For	For	No	No	No	
Ballot D	etails												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	:	Shares Voted	

arussell

06/24/2019

arussell

06/24/2019

9,547,754

9,547,754



## **John Keells Holdings Plc**

Total Shares: 9,547,754 9,547,754

reeuna Resuits	1	eetina	Results
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Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

### **Weiss Korea Opportunity Fund Ltd.**

**Meeting Date:** 07/25/2019

**Country:** Guernsey

Primary Security ID: G9519V109

Meeting ID: 1331682

**Record Date:** 07/23/2019

Meeting Type: Annual

Ticker: WKOF

Proxy Level: N/A

Primary CUSIP: G9519V109

Total Ballots: 1

Primary ISIN: GG00B933LL68

Primary SEDOL: B933LL6

Earliest Cutoff Date: 07/19/2019

**Shares Voted:** 4,170,675

Votable Shares: 4,170,675

Shares on Loan: 0

Shares Instructed: 4,170,675

Voting Policy: ISS

olicy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify KPMG Channel Islands Limited as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Norman Crighton as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because: \*Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is: \*Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.

Blended Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because:\* Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is:\* Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.

**ISS** 

Reporting Period: 01/01/2019 to 12/31/2019

## **Weiss Korea Opportunity Fund Ltd.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Robert King as Directo	or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 is not without concern for share have various roles at other public to their role in the Company. The onerous time constraints. Taking re-election of Stephen Coe is was	holders because:* Apa icly listed companies, v e main reason for supp n this into account, a c	art from their ro which could pote port is:* Their of degree of flexibi	les at the Co entially com utside roles lity is consid	Company, Norm opromise their of are all at invest dered appropria	nan Crighton ar ability to comm stment trusts a	nd Robert King nit sufficient tim and have less					
	Blended Rationale: Items 5 and not without concern for shareho various roles at other publicly lis their role in the Company. The m onerous time constraints. Taking re-election of Stephen Coe is wa	lders because:* Apart ted companies, which ain reason for suppor n this into account, a c	from their roles could potentiali t is:* Their outs degree of flexibii	s at the Con ly comprom ide roles and lity is consid	npany, Norman ise their ability e all at investn dered appropria	n Crighton and to commit suf nent trusts and	Robert King ha ficient time to I have less	ve				
7	Re-elect Stephen Coe as Direct	or	Mgmt	Yes	For	For		For	For	No	No	No
	is not without concern for share, have various roles at other publ to their role in the Company. The onerous time constraints. Taking re-election of Stephen Coe is wa	cly listed companies, vermain reason for support this into account, a co	which could pote port is:* Their of degree of flexibil	entially com utside roles lity is consid	npromise their of are all at invest dered approprie	ability to comm stment trusts a	nit sufficient tim and have less	e				
	Blended Rationale: Items 5 and not without concern for shareho various roles at other publicly lis their role in the Company. The n onerous time constraints. Taking re-election of Stephen Coe is wa	lders because:* Apart ted companies, which vain reason for suppon n this into account, a c	from their roles could potentiali t is:* Their outs degree of flexibii	s at the Con ly comprom ide roles and lity is consid	npany, Norman ise their ability e all at investn dered appropria	n Crighton and to commit suf nent trusts and	Robert King ha fficient time to I have less	ve				
8	Authorise Market Purchase of 0	Ordinary Shares	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote A recommended limit of no more to				The proposed a	mount exceeds	s the					
	Blended Rationale: A vote AGAIn limit of no more than 15 percent			ise:* The p	roposed amoul	nt exceeds the	recommended					
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RARF, RAI	RF	392452	Confirmed		arussell	07/16/2019	arussell	07/16/2019		4,170,675		4,170,675
								Total Share	<u></u>	4,170,675		4,170,675

#### **Meeting Results**

Outstanding Shares Voted:

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

## **CT Holdings Plc**

3.c

Meeting Date: 07/29/2019 Country: Sri Lanka Primary Security ID: Y1287J103 Meeting ID: 1351504

Ticker: CTHR.N0000 Record Date: Meeting Type: Annual

Primary CUSIP: Y1287J103 Primary ISIN: LK0041N00000 Primary SEDOL: 6185202 Proxy Level: N/A

Earliest Cutoff Date: 07/23/2019 **Shares Voted:** 3,686,188 Votable Shares: 3,686,188 Shares on Loan: 0 Shares Instructed: 3,686,188

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Dividend	Mgmt	Yes	For	For		For	For	No	No	No
3.a	Reelect C. K. Muttukumaru as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote AGAINST A. Aravinda P board meetings over the most recent fiscal year, without given the absence of any known issues concerning the Blended Rationale: A vote AGAINST A. Aravinda Page board meetings over the most recent fiscal year, without given the absence of any known issues concerning the	out a satisfactor o nominees. (Item 3.b) is wo out a satisfactor	ry explanation	n.A vote FOR cause he atten	all other nomin ded less than 7	ees is warrante 75 percent of	ed				
3.b	Reelect A. Aravindakumar as Director	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST A. Aravinda F board meetings over the most recent fiscal year, witho given the absence of any known issues concerning the	out a satisfactor				•					

Reelect A. D. B. Talwatte as Director

Voting Policy Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted

Yes

For

For

For

For

No

No

No

Mgmt

given the absence of any known issues concerning the nominees.

Blended Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees.



## **CT Holdings Plc**

Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
3.d	Reelect J. B. L. De Silva as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote AGAINST A. Aravin board meetings over the most recent fiscal year, v given the absence of any known issues concerning	vithout a satisfactor				•					
	Blended Rationale: A vote AGAINST A. Aravinda P. board meetings over the most recent fiscal year, we given the absence of any known issues concerning	vithout a satisfactor				•	ed				
3.e	Reelect A. T. P. Edirisinghe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote AGAINST A. Aravin board meetings over the most recent fiscal year, v given the absence of any known issues concerning	vithout a satisfactor									
	Blended Rationale: A vote AGAINST A. Aravinda P. board meetings over the most recent fiscal year, we given the absence of any known issues concerning	vithout a satisfactor				•	ed				
3.f	Reelect Sunil Mendis as Director	Mgmt	Yes	For	For		For	For	No	No	No
3.f Reelect Sunil Mendis as Director Mgmt Yes For For For For For For For Woting Policy Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees.											
	board meetings over the most recent fiscal year, v	vithout a satisfactor				,					
	board meetings over the most recent fiscal year, v	vithout a satisfactor n the nominees. age (Item 3.b) is wo vithout a satisfactor	ry explanation	on.A vote FOR cause he atten	all other nomin	nees is warrante 75 percent of	ed				
4	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda P. board meetings over the most recent fiscal year, we	vithout a satisfactor n the nominees. age (Item 3.b) is wo vithout a satisfactor	ry explanation	on.A vote FOR cause he atten	all other nomin	nees is warrante 75 percent of	ed	For	No	Yes	Yes
4	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda P. board meetings over the most recent fiscal year, we given the absence of any known issues concerning.	vithout a satisfactor in the nominees. age (Item 3.b) is w. vithout a satisfactor in the nominees. Mgmt	y explanation arranted being explanation Yes	cause he atten	all other nomin ded less than i all other nomin Against	nees is warrante 75 percent of nees is warrante	ed ed	For	No	Yes	Yes
4	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda P. board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Approve Charitable Donations  Voting Policy Rationale: A vote AGAINST this reson	without a satisfactor in the nominees. age (Item 3.b) is we without a satisfactor in the nominees.  Mgmt  dution is warranted g	ry explanation  arranted becomes a comment  y explanation  Yes  given the lace	on.A vote FOR  cause he atten on.A vote FOR  For  ck of further in	all other nominal other nomina	nees is warrante 75 percent of nees is warrante the proposed	ed ed Against	For	No	Yes	Yes
4	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda Paboard meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Approve Charitable Donations  Voting Policy Rationale: A vote AGAINST this resolution.	without a satisfactor in the nominees. age (Item 3.b) is we without a satisfactor in the nominees.  Mgmt  dution is warranted g	ry explanation  arranted becomes a comment  y explanation  Yes  given the lace	on.A vote FOR  cause he atten on.A vote FOR  For  ck of further in	all other nominal other nomina	nees is warrante 75 percent of nees is warrante the proposed	ed ed Against	For	No No	Yes	Yes
	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda Paboard meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Approve Charitable Donations  Voting Policy Rationale: A vote AGAINST this resolution.  Blended Rationale: A vote AGAINST this resolution.  Authorize Board to Fix Remuneration of Auditors	vithout a satisfactor in the nominees.  age (Item 3.b) is we vithout a satisfactor in the nominees.  Mgmt  Sution is warranted given	ry explanation  arranted becay explanation  Yes  given the lack of	on.A vote FOR  cause he atten on.A vote FOR  For  ck of further in	all other nominal other nominal other nominal Against formation on the protection of	nees is warrante 75 percent of nees is warrante the proposed	ed Against				
5 Ballot D	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda Paboard meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Approve Charitable Donations  Voting Policy Rationale: A vote AGAINST this resolution.  Blended Rationale: A vote AGAINST this resolution.  Authorize Board to Fix Remuneration of Auditors	vithout a satisfactor in the nominees.  age (Item 3.b) is we vithout a satisfactor in the nominees.  Mgmt  Sution is warranted given	arranted bear y explanation  Yes  given the lact of Yes	on.A vote FOR  cause he atten on.A vote FOR  For  ck of further in	all other nominal other nominal other nominal Against formation on the protection of	nees is warrante 75 percent of nees is warrante the proposed	ed Against	For		No	
5 Ballot D	board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Blended Rationale: A vote AGAINST A. Aravinda P. board meetings over the most recent fiscal year, we given the absence of any known issues concerning.  Approve Charitable Donations  Voting Policy Rationale: A vote AGAINST this resolution.  Blended Rationale: A vote AGAINST this resolution.  Authorize Board to Fix Remuneration of Auditors  Petails  Custodian Account Detail e, IA Number)	without a satisfactor in the nominees.  age (Item 3.b) is we without a satisfactor in the nominees.  Mgmt  ution is warranted given  Mgmt  Mgmt	arranted bear y explanation  Yes  given the lact of Yes	cause he atten cause he atten on.A vote FOR  For  ck of further in further inform  For  Instructor	all other nomin  ded less than a all other nomin  Against  formation on the  For  Date	nees is warrante 75 percent of nees is warrante the proposed roposed donatio	Against  On.  For	For	No	No	No

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3.b	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.c	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.d	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.e	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.f	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **McKesson Corporation**

 Meeting Date: 07/31/2019
 Country: USA
 Primary Security ID: 58155Q103
 Meeting ID: 1348867

**Record Date:** 06/04/2019 **Meeting Type:** Annual **Ticker:** MCK

 Primary CUSIP: 58155Q103
 Primary ISIN: US58155Q1031
 Primary SEDOL: 2378534
 Proxy Level: 3

Earliest Cutoff Date: 07/30/2019 Shares Voted: 247,500 Votable Shares: 247,500 Shares on Loan: 0 Shares Instructed: 247,500

Total Ballots: 1 Voting Policy: ISS Additional Policy:

lotal Ball	ots: 1 voting Policy: Is	55				Additional Po	iicy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Dominic J. Caruso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director ne	ominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	ees is warranted.									
1.2	Elect Director N. Anthony Coles	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director no	ominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	ees is warranted.									
1.3	Elect Director M. Christine Jacobs	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director no	ominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	ees is warranted.									
1.4	Elect Director Donald R. Knauss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director no	ominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	ees is warranted.									
1.5	Elect Director Marie L. Knowles	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director no	ominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	ees is warranted.									

Reporting Period: 01/01/2019 to 12/31/2019

## **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.6	Elect Director Bradley E. Lerman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Edward A. Mueller	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Susan R. Salka	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Brian S. Tyler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Kenneth E. Washington	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this proposal is benefits in connection with his retirement. In addition, h based on a contractually obligated individual performand unchanged from the prior year when financial performan payouts for other NEOs were earned above target when	lammergren's se multiplier re nce was lower	annual ince elated to his . Further, fo	ntive payout w retirement, re r a second con	as increased by sulting in a pay secutive year, a	v 33 percent rout that was annual incentive	2				
	Blended Rationale: A vote AGAINST this proposal is wan benefits in connection with his retirement. In addition, h based on a contractually obligated individual performand unchanged from the prior year when financial performan payouts for other NEOs were earned above target when										
4	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this resolution is wan practices and policies, such as its trade association mem- benefit shareholders in assessing its management of rela-	berships and		-		-					

Blended Rationale: A vote FOR this resolution is warranted, as additional reporting on the company's lobbying-related practices and policies, such as its trade association memberships and payments, and board oversight mechanisms would benefit shareholders in assessing its management of related risks.



## **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Yes	Against	For		For	Against	No	Yes	Yes

Voting Policy Rationale: A vote FOR this proposal is warranted as it would further enhance the existing shareholder right to call special meetings.

Blended Rationale: A vote FOR this proposal is warranted as it would further enhance the existing shareholder right to call special meetings.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	000392452	Confirmed	arussell	07/24/2019	arussell	07/24/2019	247,500	247,500
						Total Shares:	247,500	247,500

#### **Meeting Results**

Outstanding Shares Voted: 186,377,093

Results Available: Full

			,										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	0.4%	150,328,181	99.6%	664,725	0.4%	453,829	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	15.1%	128,160,810	84.9%	22,835,254	15.1%	450,672	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	6.4%	141,274,161	93.6%	9,736,587	6.4%	435,986	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.7%	149,994,925	99.3%	995,857	0.7%	455,949	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	6.8%	140,784,484	93.2%	10,238,484	6.8%	423,769	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	11.4%	133,735,983	88.6%	17,250,081	11.4%	460,670	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	13.1%	131,196,367	86.9%	19,803,011	13.1%	447,355	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	11.6%	133,430,340	88.4%	17,579,622	11.6%	436,772	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	0.6%	150,162,153	99.4%	847,588	0.6%	436,996	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.4%	150,390,774	99.6%	593,109	0.4%	462,853	N/A	Proxy	F+A
2	Υ	Pass	No	For	5.3%	157,959,216	94.7%	8,255,084	5.0%	549,635	0.3%	Proxy	F+A+AB
3	Υ	Fail	No	For	59.6%	61,120,284	40.4%	89,828,106	59.3%	498,322	0.3%	Proxy	F+A+AB
4	Υ	Fail	No	Against	46.2%	68,799,661	45.4%	81,404,262	53.8%	1,242,785	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	41.3%	62,120,524	41.0%	88,874,669	58.7%	451,064	0.3%	Proxy	F+A+AB



No

No

No

No

Shares Instructed: 1,790,435

Reporting Period: 01/01/2019 to 12/31/2019

### **Castings PLC**

Earliest Cutoff Date: 08/16/2019

Meeting Date: 08/22/2019 Country: United Kingdom Primary Security ID: G19432106 Meeting ID: 1349276 Record Date: 08/20/2019 Meeting Type: Annual Ticker: CGS Primary CUSIP: G19432106 Primary ISIN: GB0001795680 Primary SEDOL: 0179568 Proxy Level: N/A

Shares on Loan: 0

Votable Shares: 1,790,435

Shares Voted: 1,790,435

Total Ballo	ots: 1 Voting Policy: I	SS				Additional Po	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Brian Cooke as Director	Mgmt	Yes	For	Abstain		Abstain	For	No	Yes	Yes
	Voting Policy Rationale: Item 3An ABSTENTION of independence issues have been identified and he composition of these Committees does not adhere this resolution is warranted for those shareholders against and who do not recognise an abstention and Andrew Eastgate is warranted because no significant in the state of the shareholders and Andrew Eastgate is warranted because no significant in the state of the shareholders and Andrew Eastgate is warranted because no significant in the shareholders are shareholders.	currently sits on the e to UK best practice s in markets who ha es a valid option.Iten	Audit and F recommend ve a fiducian ns 4 & 5A vo	Remuneration dations for a c y responsibilit ote FOR the el	Committees, a ompany of thi y to vote eithe	and the s size.A vote FO. er in favour or					

Blended Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

Re-elect Alec Jones as Director For For For For No No

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

Blended Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

5 Elect Andrew Eastgate as Director Mgmt Yes For For For For

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.

Blended Rationale: Item 3An ABSTENTION on the re-election of Brian Cooke is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit and Remuneration Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 4 & 5A vote FOR the election/re-election of Alec Jones and Andrew Eastgate is warranted because no significant concerns have been identified.



## **Castings PLC**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
7	Reappoint PricewaterhouseCoopers LLP as Auditors and Authorise Their Remuneration	Mgmt	Yes	For	For		For	For	No	No	No
8	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 8A vote FOR this rest the following reason:* The duration of the propose the Company has historically sought renewal of the limits. Item 9A vote FOR this resolution is warrante limits.	al is for longer than e authority each ye	18 months, ar and the p	contrary to reproposed amou	ecommended lin Int is within rec	mits.However, commended					
	Blended Rationale: Item 8A vote FOR this resolution following reason:* The duration of the proposal is Company has historically sought renewal of the au limits. Item 9A vote FOR this resolution is warrante limits.	for longer than 18 thority each year a	months, con nd the prop	ntrary to recon osed amount is	nmended limits. s within recomi	However, the mended					
9	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 8A vote FOR this rest the following reason:* The duration of the propose the Company has historically sought renewal of the limits. Item 9A vote FOR this resolution is warrante limits.	al is for longer than e authority each ye	18 months, ar and the p	contrary to re proposed amou	ecommended lii Int is within rec	mits.However, commended					
	Blended Rationale: Item 8A vote FOR this resolution following reason:* The duration of the proposal is Company has historically sought renewal of the audimits. Item 9A vote FOR this resolution is warranted limits.	for longer than 18 thority each year a	months, con nd the prop	ntrary to recon osed amount is	nmended limits. s within recomi	However, the mended					
10	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>										
Institutio	onal Account Detail Custodian			Instructor	Date	Annrover	Date				

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	rpestana	08/13/2019	rpestana	08/13/2019	1,790,435	1,790,435
						Total Shares:	1,790,435	1,790,435

#### **Meeting Results**

Outstanding Shares Voted: 43,632,068 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	31,302,392	100.0%	300	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.0%	31,302,692	100.0%	0	0.0%	0	N/A	Show of hands	F+A
3	Y	Pass	No	For	4.4%	26,756,993	95.6%	1,244,898	4.4%	3,300,801	N/A	Show of hands	F+A
4	Y	Pass	No	For	3.8%	30,109,887	96.2%	1,176,968	3.8%	15,837	N/A	Show of hands	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Y	Pass	No	For	0.0%	31,296,126	100.0%	4,356	0.0%	2,210	N/A	Show of hands	F+A
6	Y	Pass	No	For	0.0%	31,291,371	100.0%	10,721	0.0%	600	N/A	Show of hands	F+A
7	Y	Pass	No	For	0.0%	31,289,172	100.0%	12,465	0.0%	1,055	N/A	Show of hands	F+A
8	Y	Pass	No	For	0.0%	31,300,137	100.0%	1,500	0.0%	1,055	N/A	Show of hands	F+A
9	Y	Pass	No	For	0.0%	31,298,407	100.0%	1,505	0.0%	2,780	N/A	Show of hands	F+A
10	Υ	Pass	No	For	0.1%	31,283,123	99.9%	19,569	0.1%	0	N/A	Show of hands	F+A

### **Dixons Carphone Plc**

6

Meeting Date: 09/05/2019 Record Date: 09/03/2019	Country: United Kingdom Meeting Type: Annual	Primary Securit Ticker: DC	y <b>ID:</b> G2903R107	Meeting ID: 1348583
Primary CUSIP: G2903R107	Primary ISIN: GB00B4Y7R145	Primary SEDOL: B	4Y7R14	Proxy Level: N/A
Earliest Cutoff Date: 08/30/2019	<b>Shares Voted:</b> 14,815,197	Votable Shares: 14,815,197	Shares on Loan: 0	Shares Instructed: 14,815,197
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST the remuneration report is warranted: \* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years – despite the rebalancing of remuneration framework with reduced  $L\Pi$ opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.

Blended Rationale: A vote AGAINST the remuneration report is warranted: \* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years – despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.

3	Approve Remuneration Policy	Mgmt	Yes	For	For	For	For	No	No	No
4	Approve Final Dividend	Mgmt	Yes	For	For	For	For	No	No	No
5	Elect Eileen Burbidge as Director	Mgmt	Yes	For	For	For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as i	no significan	t concerns hav	re been identified.					

Re-elect Alex Baldock as Director No Mgmt Yes For For For For No No

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

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



## **Dixons Carphone Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Re-elect Tony DeNunzio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candida	tes is warranted as	no significa	nt concerns ha	ve been identif	ied.					
	Blended Rationale: A vote FOR these candidates is	s warranted as no si	gnificant co	ncerns have be	een identified.						
8	Re-elect Andrea Gisle Joosen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candida	tes is warranted as	no significa	nt concerns ha	ve been identif	ied.					
	Blended Rationale: A vote FOR these candidates is	s warranted as no si	gnificant co	ncerns have be	een identified.						
9	Re-elect Lord Livingston of Parkhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candida	tes is warranted as	no significa	nt concerns ha	ve been identif	ĩed.					
	Blended Rationale: A vote FOR these candidates is	s warranted as no si	gnificant co	ncerns have be	een identified.						
10	Re-elect Jonny Mason as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candida	tes is warranted as	no significa	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is										
11	Re-elect Fiona McBain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candida	tes is warranted as	no significa	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	s warranted as no si	gnificant co	ncerns have be	een identified.						
12	Re-elect Gerry Murphy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candida	tes is warranted as	no significa	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	s warranted as no si	gnificant co	ncerns have be	een identified.						
13	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Colleague Shareholder Scheme	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Share Incentive Plan	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No

Blended Rationale: A vote FOR these resolutions is considered warranted as the proposed amounts and durations are within recommended limits.



# **Dixons Carphone Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
19	Authorise Issue of Equity without Rights	it Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC within recommended limits.	OR these resolutions is	considered wa	arranted as	the proposed a	mounts and di	urations are					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is cons	idered warran	ted as the p	proposed amou	nts and duratio	ons are within					
20	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	١	otable Shares		Shares Voted
RARF, RAR	RF	392452	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		14,815,197		14,815,197
								Total Shares		14,815,197		14,815,197

#### **Meeting Results**

Outstanding Shares Voted: 1,162,360,001

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	964,149,291	100.0%	129,414	0.0%	935,686	N/A	Poll	F+A
2	Υ	Pass	No	For	23.5%	738,083,754	76.5%	226,263,505	23.5%	867,132	N/A	Poll	F+A
3	Υ	Pass	No	For	10.7%	831,610,451	89.3%	100,031,252	10.7%	33,572,688	N/A	Poll	F+A
4	Υ	Pass	No	For	0.5%	960,566,776	99.5%	4,643,402	0.5%	4,213	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	965,101,427	100.0%	81,320	0.0%	31,641	N/A	Poll	F+A
6	Υ	Pass	No	For	0.2%	963,353,376	99.8%	1,832,481	0.2%	28,531	N/A	Poll	F+A
7	Υ	Pass	No	For	2.5%	940,418,094	97.5%	23,894,565	2.5%	901,729	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	949,240,761	98.3%	15,941,102	1.7%	32,525	N/A	Poll	F+A
9	Υ	Pass	No	For	3.2%	933,871,949	96.8%	31,312,432	3.2%	30,007	N/A	Poll	F+A
10	Υ	Pass	No	For	0.3%	962,449,205	99.7%	2,736,844	0.3%	28,339	N/A	Poll	F+A
11	Υ	Pass	No	For	0.3%	962,173,509	99.7%	2,915,952	0.3%	124,927	N/A	Poll	F+A
12	Υ	Pass	No	For	3.2%	934,368,653	96.8%	30,815,795	3.2%	29,943	N/A	Poll	F+A
13	Υ	Pass	No	For	0.8%	929,722,046	99.2%	7,523,435	0.8%	27,968,910	N/A	Poll	F+A
14	Υ	Pass	No	For	0.1%	964,302,295	99.9%	898,544	0.1%	13,549	N/A	Poll	F+A
15	Υ	Pass	No	For	7.4%	857,710,889	92.6%	68,512,964	7.4%	38,990,538	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
16	Y	Pass	No	For	0.0%	964,856,895	100.0%	315,736	0.0%	41,757	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	964,659,312	99.9%	517,138	0.1%	37,938	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	965,010,811	100.0%	175,238	0.0%	28,342	N/A	Poll	F+A
19	Υ	Pass	No	For	0.0%	964,998,580	100.0%	172,329	0.0%	43,479	N/A	Poll	F+A
20	Υ	Pass	No	For	2.9%	936,813,988	97.1%	28,136,396	2.9%	264,004	N/A	Poll	F+A
21	Υ	Pass	No	For	1.4%	951,324,537	98.6%	13,884,975	1.4%	4,876	N/A	Poll	F+A

## **Ryanair Holdings Plc**

Meeting Date: 09/19/2019 Country: Ireland Primary Security ID: G7727C186 Meeting ID: 1359890

Record Date: 09/17/2019 Meeting Type: Annual Ticker: RY4C

Primary CUSIP: G7727C186 Primary ISIN: IE00BYTBXV33 Primary SEDOL: BYTBXV3 Proxy Level: N/A

Earliest Cutoff Date: 09/13/2019 Shares Voted: 3,765,086 Votable Shares: 3,765,086 Shares on Loan: 0 Shares Instructed: 3,765,086

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST the remuneration report is warranted:\* The full Board was granted share options of significant value during the year under review and no compelling explanation is provided to justify quantum; and\* There is scope for better disclosure on annual bonus targets and outcomes appear slightly mis-aligned with wider Company performance.

Blended Rationale: A vote AGAINST the remuneration report is warranted:\* The full Board was granted share options of significant value during the year under review and no compelling explanation is provided to justify quantum; and\* There is scope for better disclosure on annual bonus targets and outcomes appear slightly mis-aligned with wider Company performance.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
	Re-elect David Bonderman as Director	Mamt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

									Vote	Vote	Vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3b	Re-elect Roisin Brennan as Director	Mamt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments, \* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3c	Re-elect Michael Cawley as Director	Mgmt	Yes	For	Against		Against	Against	Yes	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

									Vote	Vote	Vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3d	Re-elect Emer Daly as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments, \* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice,\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Vote Vote Vote Proposal Votable Additional Voting Against Vote Against Against Number Proposal Text Proponent Proposal Mamt Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3e	Re-elect Stan McCarthy as Director	Mgmt	Yes	For	Against		Against	Against	Yes	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

									Vote	Vote	Vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3f	Re-elect Kyran McLaughlin as Director	Mamt	Yes	For	Against	•	Against	Against	Yes	Nο	Nο	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3g	Re-elect Howard Millar as Director	Mgmt	Yes	For	Against		Against	Against	Yes	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments, \* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice,\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Vote Vote Vote Proposal Votable Additional Voting Against Vote Against Against Number Proposal Text Proponent Proposal **Mamt Rec** Policy Rec **Policy Rec** Instruction Mgmt Policy ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3h	Re-elect Dick Milliken as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments, \* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3i	Re-elect Michael O'Brien as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments, \* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

									Vote	Vote	Vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Proposal Number			Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
	Re-elect Michael O'l eary as Director	Mamt	Yes	For	For		For	For	No	Nο	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3k	Re-elect Julie O'Neill as Director	Mgmt	Yes	For	Against		Against	Against	Yes	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice,\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

									Vote	Vote	Vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kvran McLauahlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
31	Re-elect Louise Phelan as Director	Mamt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments, \* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because:\* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Market Purchase of Ordinary Shares

## **Ryanair Holdings Plc**

									vote	vote	vote	
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against	
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS	

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board

Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3qA vote AGAINST the re-election of Howard Millar is warranted because:\* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified. Authorise Board to Fix Remuneration of For Mgmt Yes For For For Nο Nο Nο Auditors Authorise Issue of Equity Mgmt Yes Against Against Against Yes No No Voting Policy Rationale: Item 5A vote AGAINST this resolution is warranted because: \* The proposed amount exceeds recommended limits of 33 percent of issued share capital. Item 6A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits. Blended Rationale: Item 5A vote AGAINST this resolution is warranted because:\* The proposed amount exceeds recommended limits of 33 percent of issued share capital. Item 6A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits. Authorise Issue of Equity without Pre-emptive Mgmt Yes For For For For No No No Voting Policy Rationale: Item 5A vote AGAINST this resolution is warranted because: \* The proposed amount exceeds recommended limits of 33 percent of issued share capital. Item 6A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits. Blended Rationale: Item 5A vote AGAINST this resolution is warranted because: \* The proposed amount exceeds recommended limits of 33 percent of issued share capital. Item 6A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits. Authorise Market Purchase and/or Overseas Mamt Yes For For For For No No No



## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
8	Approve Long Term Incentive Plan	Mgmt	Yes	For	Against		Against	Against	Yes	No	No	

Voting Policy Rationale: A vote AGAINST the proposed Long Term Incentive Plan is warranted:\* Under the terms of the Plan, awards will not be pro-rated by performance for good leavers, which is contrary to best practice. The treatment of awards in the event of a change in control is also not disclosed.\* The vesting level at threshold has not been disclosed.\* The Plan will not observe the internal dilution limit of 5% in 10 years for discretionary schemes expected by institutional investors.

Blended Rationale: A vote AGAINST the proposed Long Term Incentive Plan is warranted:\* Under the terms of the Plan, awards will not be pro-rated by performance for good leavers, which is contrary to best practice. The treatment of awards in the event of a change in control is also not disclosed.\* The vesting level at threshold has not been disclosed.\* The Plan will not observe the internal dilution limit of 5% in 10 years for discretionary schemes expected by institutional investors.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	ARF 392452 Confirmed		arussell	09/10/2019	arussell	09/10/2019	3,765,086	3,765,086
						Total Shares:	3,765,086	3,765,086

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	99.9%	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	50.5%	N/A	N/A	N/A	N/A	Poll	F+A
3a	Υ	Pass	No	For	N/A	N/A	75.2%	N/A	N/A	N/A	N/A	Poll	F+A
3b	Υ	Pass	No	For	N/A	N/A	96.1%	N/A	N/A	N/A	N/A	Poll	F+A
3c	Υ	Pass	No	For	N/A	N/A	78.0%	N/A	N/A	N/A	N/A	Poll	F+A
3d	Υ	Pass	No	For	N/A	N/A	96.4%	N/A	N/A	N/A	N/A	Poll	F+A
3e	Υ	Pass	No	For	N/A	N/A	81.7%	N/A	N/A	N/A	N/A	Poll	F+A
3f	Υ	Pass	No	For	N/A	N/A	71.1%	N/A	N/A	N/A	N/A	Poll	F+A
3g	Υ	Pass	No	For	N/A	N/A	70.0%	N/A	N/A	N/A	N/A	Poll	F+A
3h	Υ	Pass	No	For	N/A	N/A	95.9%	N/A	N/A	N/A	N/A	Poll	F+A
3i	Υ	Pass	No	For	N/A	N/A	96.2%	N/A	N/A	N/A	N/A	Poll	F+A
3j	Υ	Pass	No	For	N/A	N/A	98.1%	N/A	N/A	N/A	N/A	Poll	F+A
3k	Υ	Pass	No	For	N/A	N/A	81.6%	N/A	N/A	N/A	N/A	Poll	F+A
31	Υ	Pass	No	For	N/A	N/A	82.4%	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	98.5%	N/A	N/A	N/A	N/A	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Υ	Pass	No	For	N/A	N/A	70.6%	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	98.1%	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	99.2%	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	78.6%	N/A	N/A	N/A	N/A	Poll	F+A

#### **Sophos Group Plc**

Meeting Date: 09/25/2019 Country: United Kingdom Primary Security ID: G8T826102 Meeting ID: 1338199

Record Date: 09/23/2019 Meeting Type: Annual Ticker: SOPH

Primary CUSIP: G8T826102 Primary ISIN: G800BYZFZ918 Primary SEDOL: BYZFZ91 Proxy Level: N/A

Earliest Cutoff Date: 09/19/2019 Shares Voted: 3,670,910 Votable Shares: 3,670,910 Shares on Loan: 0 Shares Instructed: 3,670,910

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Abstain		Abstain	Against	Yes	Yes	Yes

Voting Policy Rationale: An ABSTENTION on the remuneration policy is considered warranted, given the following concerns:\*

The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards; and\* Directors can receive special one-off payments on a change of control event. Given the reductions in bonus and LTIP opportunity, and inclusion of several best-practice measures, an ABSTAIN vote is considered appropriate. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option.

Blended Rationale: An ABSTENTION on the remuneration policy is considered warranted, given the following concerns:\* The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards; and\* Directors can receive special one-off payments on a change of control event. Given the reductions in bonus and LTIP opportunity, and inclusion of several best-practice measures, an ABSTAIN vote is considered appropriate. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option.

3 Approve Remuneration Report Mgmt Yes For Against Against For No Yes Yes

Voting Policy Rationale: A vote AGAINST this resolution is warranted because:\* The overall remuneration framework is significantly weighted towards shorter term performance;\* The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards, with no underpin in operation for the restricted share element;\* LTIP targets are not disclosed on a prospective basis; and\* Both the bonus plan and PSU element of the LTIP for the year under review utilised billings and EBITDA performance conditions which is likely to result in Directors being rewarded twice for the achievement of the same (short term) performance.

Blended Rationale: A vote AGAINST this resolution is warranted because:\* The overall remuneration framework is significantly weighted towards shorter term performance;\* The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards, with no underpin in operation for the restricted share element;\* LTIP targets are not disclosed on a prospective basis; and\* Both the bonus plan and PSU element of the LTIP for the year under review utilised billings and EBITDA performance conditions which is likely to result in Directors being rewarded twice for the achievement of the same (short term) performance.

4 Approve Final Dividend Mgmt Yes For For For For No No No

Reporting Period: 01/01/2019 to 12/31/2019

# **Sophos Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Sandra Bergeron as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Dividentified. Item 12- Re-elect Paul Walker as DirectorA vote shareholders because:* He serves as Chair of the Remu Company's remuneration practices. Support for the resoint improvements to the remuneration policy, following shadirectorships.	te FOR this re neration Com lution is warra	esolution is w mittee, and a nted as:* Th	varranted, alth there are ongo he Company h	ough is not wi ping material c as made some	ithout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resoluti because:* He serves as Chair of the Remuneration Com remuneration practices. Support for the resolution is war the remuneration policy, following shareholder feedback	ion is warrante mittee, and th rranted as:* T	ed, although here are ong he Company	is not without oing material has made so	t concern for s concerns over me material in	hareholders the Company's nprovements to	<u>,                                     </u>				
6	Re-elect Nick Bray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dii identified. Item 12- Re-elect Paul Walker as DirectorA vo shareholders because:* He serves as Chair of the Remu Company's remuneration practices. Support for the resoi improvements to the remuneration policy, following shadirectorships.	te FOR this re neration Com lution is warra	esolution is w mittee, and a ented as:* Th	varranted, alth there are ongo he Company h	ough is not wi ping material c as made some	ithout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director. Re-elect Paul Walker as DirectorA vote FOR this resoluti because:* He serves as Chair of the Remuneration Com remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	ion is warrante mittee, and th rranted as:* T	ed, although here are ong The Company	is not without oing material has made so	t concern for s concerns over me material in	hareholders the Company's nprovements to	7-				
7	Re-elect Peter Gyenes as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Dividentified. Item 12- Re-elect Paul Walker as DirectorA vote shareholders because: * He serves as Chair of the Remu Company's remuneration practices. Support for the resoint improvements to the remuneration policy, following shadirectorships.	te FOR this re neration Com lution is warra	esolution is w mittee, and a nted as:* Th	varranted, alth there are ongo he Company h	ough is not wi ping material c as made some	ithout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Directo. Re-elect Paul Walker as DirectorA vote FOR this resoluti because:* He serves as Chair of the Remuneration Com remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	ion is warrante mittee, and th rranted as:* T	ed, although here are ong The Company	is not without oing material has made so	t concern for s concerns over me material in	hareholders the Company's nprovements to	) <u>.</u>				
8	Re-elect Kris Hagerman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dii identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because: * He serves as Chair of the Remu Company's remuneration practices. Support for the resoi improvements to the remuneration policy, following shadirectorships.  Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because: * He serves as Chair of the Remuneration Com remuneration practices. Support for the resolution is war the remuneration policy, following shareholder feedback	te FOR this re uneration Com lution is warra reholder feed rs is warrante ion is warrante mittee, and th rranted as:* T	esolution is was mittee, and inted as:* The back, and he das no signated, although the company the Company	varranted, alth there are ongo he Company he has reduced ificant concern is not without oing material v has made so.	ough is not wo oing material c as made some the number of as have been in toncern for s concerns over me material in	ithout concern for concerns over the concerns over the content of external dentified. Item 12 hareholders the Company's oppowements to	2				



# **Sophos Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Re-elect Roy Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dii identified. Item 12- Re-elect Paul Walker as DirectorA voth shareholders because: * He serves as Chair of the Remu. Company's remuneration practices. Support for the resonation provements to the remuneration policy, following shadirectorships.	nte FOR this re Ineration Comi Iution is warra	solution is w mittee, and a nted as:* Th	varranted, alth there are ongo he Company ha	ough is not wi ping material c as made some	thout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolute because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	ion is warrante nmittee, and th rranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made soi	concern for si concerns over me material im	hareholders the Company's nprovements to					
10	Re-elect Rick Medlock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Di- identified.Item 12- Re-elect Paul Walker as DirectorA vo shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the reso, improvements to the remuneration policy, following sha directorships.	nte FOR this re Ineration Comi Iution is warra	solution is w mittee, and a nted as:* Th	varranted, alth there are ongo he Company ha	ough is not wi ping material c as made some	thout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	ion is warrante nmittee, and th rranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made soi	concern for si concerns over me material im	hareholders the Company's nprovements to					
11	Re-elect Vin Murria as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Di- identified. Item 12- Re-elect Paul Walker as DirectorA vo- shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the reso- improvements to the remuneration policy, following sha- directorships.	nte FOR this re Ineration Comi Iution is warra	solution is w mittee, and a nted as:* Th	varranted, alth there are ongo he Company ha	ough is not wi ping material c as made some	thout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	ion is warrante nmittee, and th rranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made soi	concern for si concerns over me material im	hareholders the Company's nprovements to					
12	Re-elect Paul Walker as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Di identified. Item 12- Re-elect Paul Walker as DirectorA vo. shareholders because: * He serves as Chair of the Remu. Company's remuneration practices. Support for the reso improvements to the remuneration policy, following sha directorships.	nte FOR this re Ineration Comi Iution is warra	solution is w mittee, and a nted as:* Th	varranted, alth there are ongo he Company ha	ough is not wi ping material c as made some	thout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	ion is warrante nmittee, and th rranted as:* Ti	ed, although nere are ong the Company	is not without oing material o has made soi	concern for si concerns over me material im	hareholders the Company's nprovements to					
13	Reappoint KPMG LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



# **Sophos Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
14	Authorise the Audit and Risk Cor Remuneration of Auditors	nmittee to Fix	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donations Expenditure	and	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	s warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	e the propos	sed amounts a	nd durations ar	re within					
17	Authorise Issue of Equity withou Rights	t Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	s warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	e the propos	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity withou Rights in Connection with an Acc Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	e the propos	sed amounts a	nd durations ar	re within					
19	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RARF, RAF	RF	392452	Confirmed		arussell	09/18/2019	arussell	09/18/2019		3,670,910		3,670,910
								Total Shares		3,670,910		3,670,910

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	407,182,673	100.0%	35,919	0.0%	254,887	N/A	Poll	F+A
2	Υ	Pass	No	For	15.0%	298,467,382	85.0%	52,715,495	15.0%	56,290,602	N/A	Poll	F+A
3	Υ	Pass	No	For	34.7%	263,808,408	65.3%	140,386,313	34.7%	3,278,758	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	407,455,034	100.0%	6,998	0.0%	11,448	N/A	Poll	F+A



		,,	,,										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Υ	Pass	No	For	17.0%	335,531,574	83.0%	68,634,645	17.0%	3,307,260	N/A	Poll	F+A
6	Υ	Pass	No	For	2.7%	396,299,223	97.3%	11,156,179	2.7%	18,078	N/A	Poll	F+A
7	Υ	Pass	No	For	13.5%	344,809,806	86.5%	53,934,162	13.5%	8,729,511	N/A	Poll	F+A
8	Υ	Pass	No	For	2.3%	398,292,400	97.7%	9,179,270	2.3%	1,810	N/A	Poll	F+A
9	Υ	Pass	No	For	4.9%	384,233,650	95.1%	19,922,079	4.9%	3,317,750	N/A	Poll	F+A
10	Υ	Pass	No	For	5.6%	381,335,583	94.4%	22,750,027	5.6%	3,387,869	N/A	Poll	F+A
11	Υ	Pass	No	For	5.6%	381,666,438	94.4%	22,493,743	5.6%	3,313,299	N/A	Poll	F+A
12	Υ	Pass	No	For	14.1%	325,531,595	85.9%	53,384,658	14.1%	28,557,226	N/A	Poll	F+A
13	Υ	Pass	No	For	1.5%	396,132,443	98.5%	5,902,824	1.5%	5,438,212	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	402,036,830	100.0%	1,451	0.0%	5,435,199	N/A	Poll	F+A
15	Υ	Pass	No	For	0.4%	405,931,750	99.6%	1,511,835	0.4%	29,895	N/A	Poll	F+A
16	Υ	Pass	No	For	3.6%	392,649,219	96.4%	14,782,353	3.6%	39,908	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	407,167,352	99.9%	259,815	0.1%	46,313	N/A	Poll	F+A
18	Υ	Pass	No	For	2.8%	395,864,967	97.2%	11,558,822	2.8%	49,690	N/A	Poll	F+A
19	Υ	Pass	No	For	0.6%	404,664,697	99.4%	2,468,820	0.6%	339,962	N/A	Poll	F+A
20	Υ	Pass	No	For	4.4%	389,718,027	95.6%	17,746,481	4.4%	8,972	N/A	Poll	F+A

# **BHP Group Plc**

Meeting Date: 10/17/2019 Record Date: 10/15/2019	Country: United Kingdom Meeting Type: Annual	Primary Security II Ticker: BHP	<b>D:</b> G10877127	Meeting ID: 1356796
Primary CUSIP: G10877127 Primary ISIN: GB00BH0P3Z91		Primary SEDOL: BH0P.	3Z9	Proxy Level: N/A
Earliest Cutoff Date: 10/11/2019	<b>Shares Voted:</b> 1,275,892	Votable Shares: 1,275,892	Shares on Loan: 0	Shares Instructed: 1,275,892
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Appoint Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorise the Risk and Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No

Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **BHP Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s is warranted be	ecause the pi	roposed amou	nts and duration	ons are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	varranted becaus	e the propos	sed amounts a	nd durations a	re within					
5	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s is warranted be	ecause the pi	roposed amou	nts and duration	ons are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	varranted becaus	e the propos	sed amounts a	nd durations a	re within					
6	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
8	Approve Remuneration Report for UK Law Purposes	Mgmt	Yes	For	For		For	For	No	No	No
9	Approve Remuneration Report for Australian Law Purposes	Mgmt	Yes	For	For		For	For	No	No	No
10	Approve Grant of Awards under the Group's Incentive Plans to Andrew Mackenzie	Mgmt	Yes	For	For		For	For	No	No	No
11	Elect Ian Cockerill as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect of significant concerns have been identified. Item 17: Reconsidered warranted although it is not without concerns which has faced various governance, risk and reputation Maxsted also chairs two other public company board not considered to be so egregious as to warrant with	e-elect Lindsay M ern for sharehold tion issues in rec ls.Main reason fo	laxstedA vot ders on acco cent years; a r support:*	e FOR the re-e unt of:* He is nd* In additio The concerns a	election of Lind Chair of Westp In to his role at Paround his role	say Maxsted is pac Banking Cor BHP Lindsay					
	Blended Rationale: Items 11-16 & 18-20: Elect and is concerns have been identified. Item 17: Re-elect Lind warranted although it is not without concern for shalfaced various governance, risk and reputation issues chairs two other public company boards. Main reason to be so egregious as to warrant withholding support	dsay MaxstedA vo reholders on acco in recent years; ofor support:* Ti	ote FOR the lount of:* He and* In add the concerns	re-election of I is Chair of We lition to his rol around his rol	Lindsay Maxste estpac Banking le at BHP Linds	ed is considered Corp which has ay Maxsted also	5				
12	Elect Susan Kilsby as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect of significant concerns have been identified. Item 17: Reference of the significant concerns have been identified.										

voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR the re-election of Lindsay Maxsted is significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:\* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and\* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:\* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.

Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:\* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and\* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:\* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.

Reporting Period: 01/01/2019 to 12/31/2019

## **BHP Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
13	Re-elect Terry Bowen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect an significant concerns have been identified. Item 17: Reconsidered warranted although it is not without concerns which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. In not considered to be so egregious as to warrant within	elect Lindsay Ma rn for sharehold on issues in reco Main reason for	axstedA vote lers on acco ent years; a support:* T	e FOR the re-e unt of:* He is nd* In addition The concerns a	lection of Linds Chair of Westp In to his role at Pround his role	say Maxsted is ac Banking Corp BHP Lindsay	,				
	Blended Rationale: Items 11-16 & 18-20: Elect and re- concerns have been identified. Item 17: Re-elect Linds, warranted although it is not without concern for share faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support in	ay MaxstedA vo holders on acco n recent years; o for support:* Th	te FOR the i ount of:* He and* In add oe concerns o	re-election of L is Chair of We lition to his role around his role	indsay Maxsteo estpac Banking e at BHP Lindsa	d is considered Corp which has ay Maxsted also	d				
14	Re-elect Malcolm Broomhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	significant concerns have been identified. Item 17: Re- considered warranted although it is not without concer which has faced various governance, risk and reputation. Maxsted also chairs two other public company boards. not considered to be so egregious as to warrant within	rn for sharehold on issues in reco Main reason for	lers on acco ent years; a support:* ī	unt of:* He is nd* In addition The concerns a	Chair of Westpon The his role at a Pround his role	ac Banking Corp BHP Lindsay					
	Blended Rationale: Items 11-16 & 18-20: Elect and re- concerns have been identified. Item 17: Re-elect Linds warranted although it is not without concern for share faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support if	ay MaxstedA vo holders on acco n recent years; o for support:* Th	te FOR the i ount of:* He and* In add e concerns a	re-election of L is Chair of We lition to his rola around his rola	indsay Maxsteo estpac Banking e at BHP Lindsa	d is considered Corp which has ay Maxsted also	d				
15	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Reconsidered warranted although it is not without concerns which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Not considered to be so egregious as to warrant within Blended Rationale: Items 11-16 & 18-20: Elect and reconcerns have been identified. Item 17: Re-elect Linds, warranted although it is not without concern for share faced various governance, risk and reputation issues in	elect Lindsay M. rn for sharehold on issues in rece Main reason for olding support i elect Directorsa ay MaxstedA vo holders on acco	axstedA vote lers on accon ent years; as support:* T from his re-e A vote FOR t te FOR the i nunt of:* He	e FOR the re-e unt of:* He is nd* In addition The concerns a election at this these Directors re-election of U is Chair of We	lection of Linds Chair of Westp, In to his role at Around his role time. Is warranted a Lindsay Maxsteo Indsay Maxsteo Indsay Maxsteo	ay Maxsted is ac Banking Corp BHP Lindsay at Westpac are as no significant d is considered Corp which has	,				

Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

## **BHP Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
16	Re-elect Andrew Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-exconsidered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Most considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant warran	lect Lindsay M n for sharehold n issues in rec nain reason for	laxstedA vote ders on acco ent years; a r support:* I	e FOR the re-e unt of:* He is nd* In additio The concerns a	election of Lind Chair of West, n to his role a around his role	dsay Maxsted is pac Banking Corp t BHP Lindsay	9				
	Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for shareh faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from the support of	y MaxstedA vo olders on acco recent years; r support:* Th	te FOR the in ount of:* He and* In add ne concerns i	re-election of I is Chair of We lition to his rol around his rol	Lindsay Maxsto estpac Banking le at BHP Linds	ed is considered of Corp which has say Maxsted also					
17	Re-elect Lindsay Maxsted as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-exconsidered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. In not considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout Blended Rationale: Items 11-16 & 18-20: Elect and re-exconcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for shareh faced various governance, risk and reputation issues in	lect Lindsay M n for sharehold n issues in rec flain reason for liding support i elect Directorsay WaxstedA vo olders on acco	axstedA vota ders on acco ent years; a r support:* i from his re-e A vote FOR t punt of:* He	e FOR the re-e unt of:* He is nd* In additio The concerns a election at this these Directors re-election of i is Chair of We	election of Lind Chair of West, In to his role a around his role time. S is warranted Lindsay Maxsta estpac Banking	dsay Maxsted is pac Banking Corp t BHP Lindsay e at Westpac are as no significant ed is considered to Corp which has					
	chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from				e at Westpac a	are not considere	ed .				
18	Re-elect John Mogford as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-e. considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Most considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant withhout concerns the considered to be so egregious as to warrant with the considered to be so egregious as to warrant with the considered to be so egregious as to warrant with the considered to be so egregious as to warrant with the considered to be so egregious as to warrant with the considered to be so egregious as to warrant warr	lect Lindsay M n for sharehold n issues in rec lain reason foi	laxstedA vote ders on acco ent years; a r support:* i	e FOR the re-e unt of:* He is nd* In additio The concerns a	election of Lind Chair of West, n to his role a around his role	dsay Maxsted is pac Banking Corp t BHP Lindsay	7				
	Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for shareh faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support for	v MaxstedA vo olders on acco recent years; r support:* Th	te FOR the in ount of:* He and* In add ne concerns in	re-election of I is Chair of We lition to his rol around his rol	Lindsay Maxsto estpac Banking le at BHP Linds	ed is considered g Corp which has say Maxsted also					

**ISS** >

Reporting Period: 01/01/2019 to 12/31/2019

## **BHP Group Plc**

lumber	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
19	Re-elect Shriti Vadera as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20 significant concerns have been identified. Iten considered warranted although it is not withough the has faced various governance, risk and Maxsted also chairs two other public companion to considered to be so egregious as to warranted.	n 17: Re-elect Lindsay M ut concern for sharehold reputation issues in rec v boards.Main reason fo	laxstedA vote ders on acco cent years; a r support:* I	e FOR the re-e unt of:* He is nd* In addition The concerns a	election of Lind Chair of Westp n to his role at around his role	lsay Maxsted is pac Banking Corp BHP Lindsay	)				
	Blended Rationale: Items 11-16 & 18-20: Elec concerns have been identified.Item 17: Re-el warranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards.	ect Lindsay MaxstedA vo for shareholders on acco n issues in recent years; reason for support:* Ti	ote FOR the in ount of:* He and* In add the concerns o	re-election of L is Chair of We lition to his rol around his role	Lindsay Maxste Estpac Banking Le at BHP Linds	ed is considered Corp which has ay Maxsted also					
20	Re-elect Ken MacKenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	which has faced various governance, risk and	,	ent years; a.	na" in addition	n to ms role at	DITP LITIUSAV					
	Maxsted also chairs two other public company not considered to be so egregious as to warra Blended Rationale: Items 11-16 & 18-20: Elec concerns have been identified. Item 17: Re-elewarranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards. Main to be so egregious as to warrant withholding	ant withholding support at and re-elect Directors, ect Lindsay MaxstedA vo for shareholders on acco or issues in recent years; reason for support:* Ti	from his re-e A vote FOR to tote FOR the lount of:* He and* In add the concerns	election at this these Directors re-election of L is Chair of We lition to his role around his role	time. s is warranted d Lindsay Maxste estpac Banking de at BHP Linds	at Westpac are as no significant ed is considered Corp which has ay Maxsted also					
	not considered to be so egregious as to warrand Blended Rationale: Items 11-16 & 18-20: Electon Concerns have been identified. Item 17: Re-elewarranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards. Main	ant withholding support at and re-elect Directors, ect Lindsay MaxstedA vo for shareholders on acco or issues in recent years; reason for support:* Ti	from his re-e A vote FOR to tote FOR the lount of:* He and* In add the concerns	election at this these Directors re-election of L is Chair of We lition to his role around his role	time. s is warranted d Lindsay Maxste estpac Banking de at BHP Linds	at Westpac are as no significant ed is considered Corp which has ay Maxsted also					
21	not considered to be so egregious as to warra Blended Rationale: Items 11-16 & 18-20: Elec concerns have been identified. Item 17: Re-el warranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards. Main to be so egregious as to warrant withholding	ant withholding support at and re-elect Directors, ect Lindsay MaxstedA vo for shareholders on acco in issues in recent years; reason for support:* The support from his re-elect	from his re-e  A vote FOR the rount of:* He and* In add the concerns this t	election at this these Directors re-election of L is Chair of We lition to his role around his role	time. s is warranted d Lindsay Maxste estpac Banking de at BHP Linds	at Westpac are as no significant ed is considered Corp which has ay Maxsted also		Against	No	No	No
21 22	not considered to be so egregious as to warrand Blended Rationale: Items 11-16 & 18-20: Eleconcerns have been identified. Item 17: Re-elewarranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards. Main to be so egregious as to warrant withholding Shareholder Proposals	ant withholding support at and re-elect Directors. ect Lindsay MaxstedA vo for shareholders on acco a issues in recent years; reason for support:* The support from his re-elect Mgmt	from his re-e A vote FOR to te FOR the lount of:* He and* In add the concerns tion at this t	election at this these Directors re-election of L is Chair of We lition to his rola around his rola time.	time. is warranted i Lindsay Maxste estpac Banking e at BHP Linds e at Westpac a	at Westpac are as no significant ed is considered Corp which has ay Maxsted also	od	Against Against	No No	No No	No No
	not considered to be so egregious as to warra Blended Rationale: Items 11-16 & 18-20: Elec concerns have been identified. Item 17: Re-ele warranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards. Main to be so egregious as to warrant withholding Shareholder Proposals  Amend Constitution of BHP Group Limited Approve Suspension of Memberships of Industry Associations That Are Involved in Lobbying Inconsistent with the Goals of the Paris Agreement	ant withholding support  at and re-elect Directors, ect Lindsay MaxstedA vo for shareholders on acco i issues in recent years; reason for support:* Ti support from his re-elect  Mgmt  SH	from his re-e A vote FOR to the FOR the in ount of:* He and* In add the concerns tion at this to No Yes	election at this these Directors re-election of L is Chair of We lition to his rola around his rola time.  Against	time.  is warranted of the state of the stat	at Westpac are as no significant ed is considered Corp which has ay Maxsted also	ed Against	J			
22  Ballot I	not considered to be so egregious as to warra Blended Rationale: Items 11-16 & 18-20: Elec concerns have been identified. Item 17: Re-ele warranted although it is not without concern faced various governance, risk and reputation chairs two other public company boards. Main to be so egregious as to warrant withholding Shareholder Proposals  Amend Constitution of BHP Group Limited Approve Suspension of Memberships of Industry Associations That Are Involved in Lobbying Inconsistent with the Goals of the Paris Agreement	ant withholding support  at and re-elect Directors.  ect Lindsay MaxstedA vo for shareholders on acco i issues in recent years; reason for support:* TI support from his re-elect  Mgmt  SH  SH	from his re-e A vote FOR to to FOR the in ount of:* He and* In add the concerns tion at this to Yes Yes	election at this these Directors re-election of L is Chair of We lition to his rola around his rola time.  Against	time.  is warranted of the state of the stat	at Westpac are as no significant ed is considered Corp which has ay Maxsted also	ed Against	Against		No	
22  Ballot I	Blended Rationale: Items 11-16 & 18-20: Electron	ant withholding support  at and re-elect Directors.  ect Lindsay MaxstedA vo for shareholders on acco i issues in recent years; reason for support:* TI support from his re-elect  Mgmt  SH  SH	from his re-e A vote FOR to to FOR the in ount of:* He and* In add the concerns tion at this to Yes Yes	election at this these Directors re-election of L is Chair of We lition to his rola around his rola ime.  Against  Against  Against	time.  is is warranted the strate of the str	at Westpac are as no significant ad is considered Corp which has ay Maxsted also are not considere	Against Against Against	Against	No	No	No

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.4%	3 113 182 321	99.6%	12 565 307	0.4%	36 059 445	N/Δ	Poll	F+A



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Υ	Pass	No	For	0.1%	3,153,312,644	99.9%	3,061,009	0.1%	5,431,081	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	3,150,595,541	99.8%	5,390,202	0.2%	5,801,538	N/A	Poll	F+A
4	Υ	Pass	No	For	1.8%	3,095,761,004	98.2%	57,296,223	1.8%	8,750,165	N/A	Poll	F+A
5	Υ	Pass	No	For	1.8%	3,095,772,396	98.2%	56,994,023	1.8%	9,039,487	N/A	Poll	F+A
6	Υ	Pass	No	For	0.6%	3,134,981,652	99.4%	20,237,429	0.6%	6,553,647	N/A	Poll	F+A
7	Υ	Pass	No	For	6.5%	2,934,332,039	93.5%	203,907,720	6.5%	23,166,578	N/A	Poll	F+A
8	Υ	Pass	No	For	2.7%	3,054,188,352	97.3%	86,216,379	2.7%	21,012,150	N/A	Poll	F+A
9	Υ	Pass	No	For	3.3%	3,044,797,424	96.7%	105,394,556	3.3%	11,217,511	N/A	Poll	F+A
10	Υ	Pass	No	For	2.5%	3,072,293,401	97.5%	79,330,750	2.5%	10,460,699	N/A	Poll	F+A
11	Υ	Pass	No	For	0.2%	3,149,581,523	99.8%	5,801,867	0.2%	6,433,861	N/A	Poll	F+A
12	Υ	Pass	No	For	1.1%	3,122,110,362	98.9%	33,427,852	1.1%	6,271,454	N/A	Poll	F+A
13	Υ	Pass	No	For	1.0%	3,124,014,076	99.0%	31,257,113	1.0%	6,547,598	N/A	Poll	F+A
14	Υ	Pass	No	For	1.1%	3,027,052,874	98.9%	32,716,019	1.1%	102,047,893	N/A	Poll	F+A
15	Υ	Pass	No	For	1.1%	3,122,452,983	98.9%	33,228,397	1.1%	6,135,407	N/A	Poll	F+A
16	Υ	Pass	No	For	1.0%	3,123,743,399	99.0%	32,305,653	1.0%	5,765,867	N/A	Poll	F+A
17	Υ	Pass	No	For	2.6%	2,980,191,068	97.4%	79,567,527	2.6%	102,057,892	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	3,124,165,627	99.0%	31,360,788	1.0%	6,290,372	N/A	Poll	F+A
19	Υ	Pass	No	For	1.2%	3,023,504,331	98.8%	36,352,546	1.2%	101,954,982	N/A	Poll	F+A
20	Υ	Pass	No	For	2.0%	3,092,635,298	98.0%	63,120,017	2.0%	6,063,471	N/A	Poll	F+A
	N												
21	Υ	Fail	No	Against	15.3%	444,144,845	15.3%	2,455,287,247	84.7%	262,330,577	N/A	Poll	F+A
22	Υ	N/A	No	Against	27.1%	820,616,635	27.1%	2,210,659,290	72.9%	130,375,242	N/A	Poll	F+A

# **Sophos Group Plc**

Meeting Date: 12/03/2019 Record Date: 11/29/2019	Country: United Kingdom Meeting Type: Special	Primary Security ID: G8T826102 Ticker: SOPH	<b>Meeting ID:</b> 1376517
Primary CUSIP: G8T826102	Primary ISIN: GB00BYZFZ918	Primary SEDOL: BYZFZ91	Proxy Level: N/A

Reporting Period: 01/01/2019 to 12/31/2019

## **Sophos Group Plc**

Earliest Cutoff Date: 11/27/2019 Shares Voted: 3,670,910 Votable Shares: 3,670,910 Shares on Loan: 0 Shares Instructed: 3,670,910 Total Ballots: 1 Voting Policy: ISS Additional Policy:

Total Ballo	ots: 1	Voting Policy: ISS					Additional P	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Matters Relating to Recommended Cash Acquisit Group plc by Surf Buyer Limi	tion of Sophos	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
RARF, RAR	F	392452	Confirmed		arussell	11/27/2019	arussell	11/27/2019		3,670,910		3,670,910
								Total Shares		3,670,910		3,670,910

#### **Meeting Results**

Outstanding Shares Voted: 491,156,953 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	3.6%	266,483,723	96.4%	9,926,260	3.6%	190,478	N/A	Poll	F+A

## **Sophos Group Plc**

Meeting Date: 12/03/2019 Country: United Kingdom Primary Security ID: G8T826102 Meeting ID: 1376658 Ticker: SOPH Record Date: 11/29/2019 Meeting Type: Court Proxy Level: N/A Primary CUSIP: G8T826102 Primary ISIN: GB00BYZFZ918 Primary SEDOL: BYZFZ91 Earliest Cutoff Date: 11/27/2019 **Shares Voted:** 3,670,910 Votable Shares: 3,670,910 Shares on Loan: 0 Shares Instructed: 3,670,910 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against

Number	Proposal Text		Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS
	Court Meeting		Mgmt	No								
1	Approve Scheme of Arrangemen	nt	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
RARF, RAF	RF	392452	Confirmed		arussell	11/27/2019	arussell	11/27/2019		3,670,910		3,670,910
								Total Shares		3,670,910		3,670,910
						-						

**Meeting Results** 

Outstanding Shares Voted: 491,156,953 Results Available: Full



Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	3.6%	265,785,295	96.4%	9,925,899	3.6%	N/A	N/A	Poll	F+A

## **Ruffer Illiquid Strategies Fund 2015 Ltd.**

Meeting Date: 12/13/2019 Country: Guernsey Primary Security ID: G9402A105 Meeting ID: 1383625

Record Date: 11/28/2019 Meeting Type: Written Consent Ticker: LYSJYJ.F

Primary CUSIP: G9402A105 Primary ISIN: GG00BSPCBR02 Primary SEDOL: BSPCBR0 Proxy Level: N/A

Earliest Cutoff Date: 12/09/2019 Shares Voted: 385,230,831 Votable Shares: 385,230,831 Shares on Loan: 0 Shares Instructed: 385,230,831

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
1	Authorise Market Purchase of Ordinary	Mgmt	Yes	For	Refer		Refer	For	No	No	No	

Redeemable Shares

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	arussell	12/04/2019	arussell	12/04/2019	385,230,831	385,230,831
						Total Shares:	385,230,831	385,230,831

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Not Disclosed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	V	N/D	No	Fo.	N/Δ	N/Δ	N/Δ	N/Δ	N/Δ	N/Δ	N/A	Poll	F. A

## **Applied Graphene Materials Plc**

Meeting Date: 12/17/2019 Country: United Kingdom Primary Security ID: G0429Z108 Meeting ID: 1371214

Record Date: 12/13/2019 Meeting Type: Annual Ticker: AGM

Primary CUSIP: G0429Z108 Primary ISIN: GB008FSSB742 Primary SEDOL: BFSSB74 Proxy Level: N/A

Earliest Cutoff Date: 12/11/2019 Shares Voted: 1,968,408 Votable Shares: 1,968,408 Shares on Loan: 0 Shares Instructed: 1,968,408

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No

**ISS** ⊳

Reporting Period: 01/01/2019 to 12/31/2019

# **Applied Graphene Materials Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
2	Re-elect Sean Christie as Direct	cor	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote A independence issues have been composition of these Committee	identified and they cui	rrently sit on th	e Audit and	Remuneration	n Committees, a	and the					
	Blended Rationale: A vote AGAII independence issues have been composition of these Committee	identified and they cur	rrently sit on th	e Audit and	Remuneration	n Committees, a	and the					
3	Re-elect Mike Townend as Dire	ctor	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote A independence issues have been composition of these Committee	identified and they cur	rrently sit on th	e Audit and	Remuneration	n Committees, a	and the					
	Blended Rationale: A vote AGAII independence issues have been composition of these Committee	identified and they cui	rrently sit on th	e Audit and	Remuneration	n Committees, a	and the					
4	Reappoint RSM UK Audit LLP as	s Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Authorise Board to Fix Remune Auditors	ration of	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	OR these resolutions is	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR t recommended limits.	hese resolutions is wai	rranted because	e the propos	sed amounts a	and durations ar	re within					
7	Authorise Issue of Equity withor Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	OR these resolutions i	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR t recommended limits.	hese resolutions is wa	rranted because	e the propos	sed amounts a	and durations ar	re within					
8	Authorise Issue of Equity withor Rights in Connection with an Ar Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	OR these resolutions i	is warranted be	cause the p	roposed amou	ints and duratio	ns are within					
	Blended Rationale: A vote FOR trecommended limits.	hese resolutions is wai	rranted because	e the propos	sed amounts a	and durations ar	re within					
9	Authorise Market Purchase of C	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RARF, RAF	RF	392452	Confirmed		arussell	12/06/2019	arussell	12/06/2019		1,968,408		1,968,408
								Total Shares	s:	1,968,408		1,968,408



#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
9	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

## **China Life Insurance Company Limited**

	Meeting Date: 12/19/2019	Country: China	Primary Security ID: Y1477R204	Meeting ID: 1375106
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Record Date: 11/18/2019 Meeting Type: Special Ticker: 2628

 Primary CUSIP: Y1477R204
 Primary ISIN: CNE1000002L3
 Primary SEDOL: 6718976
 Proxy Level: N/A

Earliest Cutoff Date: 12/13/2019 Shares Voted: 7,086,000 Votable Shares: 7,086,000 Shares on Loan: 0 Shares Instructed: 7,086,000

Total Ball	ots: 1 Voting Policy: ISS	Voting Policy: ISS A					Additional Policy:						
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt	No										
1	Elect Zhao Peng as Director	SH	Yes	For	For		For	For	No	No	No		
2	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: A vote FOR these resolutions is the recent changes to laws and regulatory requirement			proposed ame	ndments are in	n accordance wi	th						
	Blended Rationale: A vote FOR these resolutions is war recent changes to laws and regulatory requirements of		hat the prop	osed amendme	ents are in acco	ordance with th	e						
	RESOLUTIONS IN RELATION TO THE RENEWAL OF CONTINUING CONNECTED TRANSACTIONS WITH CHINA LIFE AMP ASSET MANAGEMENT CO., LTD.	Mgmt	No										
3.1	Approve Company Framework Agreement, Pension Company Framework Agreement, Annual Caps and Related Transactions	Mgmt	Yes	For	For		For	For	No	No	No		
3.2	Approve CLIC Framework Agreement, CLP&C Framework Agreement, CLI Framework Agreement, Annual Caps and Related Transactions	Mgmt	Yes	For	For		For	For	No	No	No		



## **China Life Insurance Company Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
4	Approve Renewal of the Framework Agreement for Daily Connected Transactions between the Company and China Guangfa Bank Co., Ltd.	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Amendments to Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

Blended Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RARF, RARF	392452	Confirmed	Auto-Instructed	12/14/2019	Auto-Approved	12/14/2019	7,086,000	7,086,000
						Total Shares:	7,086,000	7,086,000

#### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.4%	22,436,607,588	99.5%	89,559,724	0.4%	12,781,550	0.1%	Poll	F+A+AB
2	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	2.0%	3,149,854,500	98.0%	181,140	0.0%	65,383,222	2.0%	Poll	F+A+AB
3.2	Υ	Pass	No	For	1.9%	3,153,999,520	98.1%	184,105	0.0%	61,235,237	1.9%	Poll	F+A+AB
4	Υ	Pass	No	For	0.3%	22,473,390,370	99.7%	4,342,490	0.0%	61,216,002	0.3%	Poll	F+A+AB
5	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

#### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

#### **PARAMETERS**

Location(s): All Locations

Account Group(s): All Account Groups

Institution Account(s): RARF

Custodian Account(s): All Custodian Accounts

Additional Policy: None ADR Meetings: All Meetings Ballot Statuses: All Statuses Contrary Votes: All Votes Date Format: MM/DD/YYYY

Header Display: Repeat Headers for Any Meeting Split by Multiple Pages

Markets: All Markets

Meeting ID's: All Meeting ID's Meeting Types: All Meeting Types PoA Markets: All Markets

Proposal Proponents: All Proponents

Rationale: All Rationale

Recommendations: All Recommendations Record Date Markets: All Markets Shareblocking Markets: All Markets Sort Order: Meeting Date, Company Name Vote Instructions: All Instructions

Voting Policies: All Policies

Zero (0) Share Ballots: Exclude 0 Share Ballots

Account Watchlist: None Country Watchlist: None Issuer Watchlist: None Proposal Code Watchlist: None

Proposal Code Watchlist - Agenda Output: Include Exact Matches Only



# Voting summary 2019

# **RUFFER INVESTMENT COMPANY**



Location(s): All Locations
Institution Account(s): NT RSG01

#### **Voting Statistics**

	Total	Percent
Votable Meetings	66	
Meetings Voted	66	100.00%
Votable Ballots	67	
Ballots Voted	67	100.00%

			Managemen	nt Proposals	Shareholde	r Proposals
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	764		742		22	
Proposals Voted	764	100.00%	742	100.00%	22	100.00%
FOR Votes	703	92.02%	694	93.53%	9	40.91%
AGAINST Votes	51	6.68%	38	5.12%	13	59.09%
ABSTAIN Votes	3	0.39%	3	0.40%	0	0.00%
WITHHOLD Votes	7	0.92%	7	0.94%	0	0.00%
Votes WITH Management	707	92.54%	694	93.53%	13	59.09%
Votes AGAINST Management	57	7.46%	48	6.47%	9	40.91%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

## **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Meeting Date: 01/11/2019 **Primary Security ID:** L7984E226 Meeting ID: 1287237 Country: Luxembourg Ticker: FTFKNV.F Record Date: 01/08/2019 Meeting Type: Annual Primary CUSIP: L7984E226 Primary ISIN: LU0788206679 Primary SEDOL: B8F4LY3 Proxy Level: N/A Earliest Cutoff Date: 01/04/2019 Shares Voted: 27,939 Votable Shares: 27,939 \*Shares on Loan: 0 Shares Instructed: 27,939 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Receive and Approve Board's and Auditor's Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No
3.a	Approve Allocation of Income	Mgmt	Yes	For	For		For	For	No	No	No
3.b	Approve Interim Dividends	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of Directors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

## **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Re-Elect Mary McBain, Benjamir Boucher-Ferte, Jean Garbois, Al and Myles Marmion as Directors	ain Guerard	Mgmt	Yes	For	For		For	For	No	No	No
6	Renew Appointment of Ernst an Auditor	d Young as	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Direct Garbois and Alain Guerard	tors Jean	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	onal Account Detail Custodian e, IA Number) Account Number		Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	12/20/2018	arussell	12/20/2018		27,940		27,939
								Total Shares	:	27,940		27,939

#### **Meeting Results**

Outstanding Shares Voted:

Results	Availab	le: Partial
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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **Countryside Properties Plc**

Meeting Date: 01/24/2019Country: United KingdomPrimary Security ID: G24556170Meeting ID: 1282767Record Date: 01/22/2019Meeting Type: AnnualTicker: CSP

Primary CUSIP: G24556170 Primary ISIN: GB00BYPHNG03 Primary SEDOL: BYPHNG0 Proxy Level: N/A



Location(s): All Locations
Institution Account(s): NT RSG01

# **Countryside Properties Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Michael Scott as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	en identified.						
5	Re-elect David Howell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	en identified.						
6	Re-elect Ian Sutcliffe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	en identified.						
7	Re-elect Rebecca Worthington as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	en identified.						
8	Re-elect Douglas Hurt as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	n identified.						
9	Re-elect Amanda Burton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	en identified.						
10	Re-elect Baroness Sally Morgan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is	warranted as n	o significant	concerns have	e been identifie	ed.					
	Blended Rationale: A vote FOR these Directors is warra	anted as no sig	nificant cond	cerns have bee	en identified.						
11	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Countryside Properties Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
13	Authorise Issue of Equity with Rights	Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ai	re within					
14	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ai	re within					
15	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Company to Cal Meeting with Two Weeks' Not		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares	:	Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		arussell	12/28/2018	arussell	12/28/2018		724,340		724,340
								Total Shares	s:	724,340		724,340

#### **Meeting Results**

Outstanding Shares Voted: 450,000,000

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	394,481,741	100.0%	3,464	0.0%	272,997	N/A	Poll	F+A
2	Υ	Pass	No	For	1.0%	390,660,070	99.0%	4,095,736	1.0%	2,396	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	394,754,738	100.0%	3,464	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	394,187,117	99.9%	568,689	0.1%	2,396	N/A	Poll	F+A
5	Υ	Pass	No	For	0.2%	393,877,353	99.8%	878,453	0.2%	2,396	N/A	Poll	F+A
6	Υ	Pass	No	For	0.1%	394,218,406	99.9%	537,400	0.1%	2,396	N/A	Poll	F+A
7	Υ	Pass	No	For	0.1%	394,218,619	99.9%	537,187	0.1%	2,396	N/A	Poll	F+A
8	Υ	Pass	No	For	0.2%	393,902,232	99.8%	853,574	0.2%	2,396	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	393,224,775	99.6%	1,531,031	0.4%	2,396	N/A	Poll	F+A

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
10	Y	Pass	No	For	0.2%	393,901,193	99.8%	854,613	0.2%	2,396	N/A	Poll	F+A
11	Υ	Pass	No	For	17.7%	324,855,026	82.3%	69,901,002	17.7%	2,174	N/A	Poll	F+A
12	Υ	Pass	No	For	0.3%	393,668,751	99.7%	1,089,277	0.3%	174	N/A	Poll	F+A
13	Υ	Pass	No	For	1.4%	389,311,760	98.6%	5,444,268	1.4%	2,174	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	394,750,029	100.0%	5,999	0.0%	2,174	N/A	Poll	F+A
15	Υ	Pass	No	For	0.6%	392,456,027	99.4%	2,272,553	0.6%	29,622	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	393,601,684	99.7%	1,154,844	0.3%	1,674	N/A	Poll	F+A
17	Y	Pass	No	For	1.3%	389,631,069	98.7%	5,127,133	1.3%	0	N/A	Poll	F+A

## **Royal Bank of Scotland Group Pic**

Meeting Date: 02/06/2019	Country: United Kingdom	Primary Security ID: G7S86Z172	Meeting ID: 1291287
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**Record Date:** 02/04/2019 **Meeting Type:** Special **Ticker:** RBS

 Primary CUSIP: G7S86Z172
 Primary ISIN: G800B7T77214
 Primary SEDOL: B7T7721
 Proxy Level: N/A

Earliest Cutoff Date: 01/31/2019 Shares Voted: 800,000 Votable Shares: 800,000 \*Shares on Loan: 0 Shares Instructed: 800,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Off-Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails										
						_					

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	01/25/2019	arussell	01/25/2019	800,000	800,000
						Total Shares:	800,000	800,000

#### **Meeting Results**

Outstanding Shares Voted: 48,198,298,196 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.3%	13,973,786,736	98.7%	183,888,196	1.3%	3,185,676	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): NT RSG01

### **Ensco Plc**

Meeting Date: 02/21/2019 Record Date: 12/10/2018	Country: United Kingdom Meeting Type: Special	Primary Security I Ticker: ESV	<b>D:</b> G3157S106	Meeting ID: 1286047
Primary CUSIP: G3157S106	Primary ISIN: GB00B4VLR192	Primary SEDOL: B4VL	R19	Proxy Level: N/A
Earliest Cutoff Date: 02/20/2019	Shares Voted: 280,000	Votable Shares: 280,000	*Shares on Loan: 0	Shares Instructed: 280,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition of Rowan Companies plc	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Reverse Stock Split	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorize Issue of Equity with Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is was recommended limits.	ranted because	e the propos	sed amounts a	nd durations ar	e within					
4	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	For		For	For	No	No	No
5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is was recommended limits.	rranted because	e the propos	sed amounts a	nd durations ar	e within					
6	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is was	ranted because	e the propos	sed amounts a	nd durations ar	e within					

#### Ballot Details

recommended limits.

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944	Confirmed	Auto-Instructed	02/05/2019	Auto-Approved	02/06/2019	280,000	280,000
						Total Shares:	280,000	280,000

#### **Meeting Results**

Outstanding Shares Voted: 437,239,125 Results Available: Full

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Location(s): All Locations
Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.7%	311,532,723	99.3%	1,677,645	0.5%	430,593	0.1%	Proxy	F+A+AB
2	Υ	Pass	No	For	1.2%	309,439,628	98.8%	3,761,860	1.2%	439,473	N/A	Proxy	F+A
3	Y	Pass	No	For	21.0%	246,888,897	79.0%	65,452,110	21.0%	1,299,954	N/A	Proxy	F+A
4	Y	Pass	No	For	21.7%	236,041,786	78.3%	65,534,701	21.7%	12,064,474	N/A	Proxy	F+A
5	Y	Pass	No	For	14.2%	267,685,178	85.8%	44,436,317	14.2%	1,519,466	N/A	Proxy	F+A
6	Υ	Pass	No	For	14.2%	267.730.554	85.8%	44.381.225	14.2%	1.529.182	N/A	Proxy	F+A

## The Walt Disney Co.

Meeting Date: 03/07/2019 Record Date: 01/07/2019	Country: USA Meeting Type: Annual	Primary Security Ticker: DIS	<b>ID:</b> 254687106	<b>Meeting ID:</b> 1290417
<b>Primary CUSIP:</b> 254687106	Primary ISIN: US2546871060	Primary SEDOL: 227	70726	Proxy Level: 3
Earliest Cutoff Date: 03/06/2019	Shares Voted: 98,000	Votable Shares: 98,000	*Shares on Loan: 0	Shares Instructed: 98,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Susan E. Arnold	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1c	Elect Director Safra A. Catz	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1d	Elect Director Francis A. deSouza	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Michael Froman	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR the director nominees is warranted.											



Location(s): All Locations
Institution Account(s): NT RSG01

## The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	on	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1f	Elect Director Robert A. Iger	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1g	Elect Director Maria Elena Lagomasino	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1h	Elect Director Mark G. Parker	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1i	Elect Director Derica W. Rice	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For		No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For		No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this proposal is million equity grant to improve the performance criteria not retain performance criteria. In addition, there are on programs, particularly on the heels of such a large speci increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	for the award, ngoing concern ial grant. Iger er grow once	the commins regarding is annual column the Twenty	ittee did not ad the structure inpensation, ex First Century I	Idress the portion and magnitude Including the spe Tox merger clos	on which does of annual pay ecial award, ess. Moreover,						
	Blended Rationale: A vote AGAINST this proposal is wan equity grant to improve the performance criteria for the retain performance criteria. In addition, there are ongoin programs, particularly on the heels of such a large specific increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	award, the cong concerns re al grant. Iger er grow once	ommittee did egarding the s annual col the Twenty	d not address to structure and inpensation, ex First Century I	he portion whice magnitude of a reluding the spe Fox merger clos	h does not nnual pay cial award, es. Moreover,						
4	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For		Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn policies and oversight mechanisms, along with its trade better assess the risks and benefits associated with the	association me	emberships	and payments,	would help sha	-						
	Blended Rationale: A vote FOR this proposal is warrante and oversight mechanisms, along with its trade associate the risks and benefits associated with the company's pai	d, as addition	al disclosure nips and pay	of the compar ments, would i	ny's lobbying-re	-	s					



Location(s): All Locations
Institution Account(s): NT RSG01

## The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Assess Feasibility of Cyber Security and Data Privacy as a Performance Measure for Senior Executive Compensation	SH	Yes	Against	For		For	For	Yes	No	No

Voting Policy Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

Blended Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944	Confirmed	rpestana	03/04/2019	rpestana	03/04/2019	98,000	98,000
						Total Shares:	98,000	98,000

#### **Meeting Results**

Outstanding Shares Voted: 1,490,678,790

Results Available: Full

ou cocui.	uning Shares	100001 1,150,0	70,730		1103	alto Avallabici i ali							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	1.8%	1,016,313,167	98.2%	18,633,480	1.8%	3,126,203	N/A	Proxy	F+A
1b	Υ	Pass	No	For	2.7%	1,006,640,393	97.3%	28,366,727	2.7%	3,065,730	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.7%	1,028,217,392	99.3%	7,222,047	0.7%	2,633,411	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.7%	1,028,337,615	99.3%	7,049,964	0.7%	2,685,271	N/A	Proxy	F+A
1e	Υ	Pass	No	For	0.4%	1,031,435,603	99.6%	3,860,635	0.4%	2,776,612	N/A	Proxy	F+A
1f	Υ	Pass	No	For	3.9%	991,819,385	96.1%	40,139,038	3.9%	6,114,427	N/A	Proxy	F+A
1g	Υ	Pass	No	For	5.9%	974,158,105	94.1%	61,365,802	5.9%	2,548,943	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.4%	1,031,270,156	99.6%	4,083,759	0.4%	2,718,935	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.4%	1,031,490,074	99.6%	3,900,886	0.4%	2,681,890	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.2%	1,261,784,032	96.8%	38,433,719	2.9%	3,404,409	0.3%	Proxy	F+A+AB
3	Υ	Pass	No	For	43.4%	587,626,800	56.6%	413,891,585	39.9%	36,554,465	3.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	39.8%	404,451,360	39.0%	625,294,989	60.2%	8,326,501	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	27.5%	275,073,381	26.5%	752,564,941	72.5%	10,434,528	1.0%	Proxy	F+A+AB



Location(s): All Locations
Institution Account(s): NT RSG01

## **Jefferies Financial Group, Inc.**

Meeting Date: 03/28/2019 Country: USA Primary Security ID: 47233W109 Meeting ID: 1295699

Record Date: 01/31/2019 Meeting Type: Annual Ticker: JEF

 Primary CUSIP: 47233W109
 Primary ISIN: US47233W1099
 Primary SEDOL: BG0Q472
 Proxy Level: 3

Earliest Cutoff Date: 03/27/2019 Shares Voted: 180,000 Votable Shares: 180,000 \*Shares on Loan: 0 Shares Instructed: 180,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Linda L. Adamany	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director Barry J. Alperin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director Robert D. Beyer	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Francisco L. Borges	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Brian P. Friedman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director MaryAnne Gilmartin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Richard B. Handler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Robert E. Joyal	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									



Location(s): All Locations
Institution Account(s): NT RSG01

# **Jefferies Financial Group, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.9	Elect Director Jacob M. Katz		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO	R the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the	e director nominees is	warranted.									
1.10	Elect Director Michael T. O'Kane		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO	R the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the	e director nominees is	warranted.									
1.11	Elect Director Stuart H. Reese		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO	R the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the	e director nominees is	warranted.									
1.12	Elect Director Joseph S. Steinber	g	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO	R the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the	e director nominees is	warranted.									
2	Advisory Vote to Ratify Named E Officers' Compensation	xecutive	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify Deloitte & Touche LLP as	Auditors	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01	, NT RSG01	1768944	Confirmed		rpestana	03/22/2019	rpestana	03/22/2019		180,000		180,000
								Total Shares	:	180,000		180,000

#### **Meeting Results**

Outstanding Shares Voted: 302,656,262 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	2.2%	243,754,339	97.8%	5,470,836	2.2%	172,639	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	2.0%	244,286,509	98.0%	4,935,724	2.0%	175,581	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	3.7%	240,059,397	96.3%	9,170,303	3.7%	168,114	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	2.0%	244,332,034	98.0%	4,887,005	2.0%	178,775	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	2.8%	242,105,295	97.2%	7,044,864	2.8%	247,655	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.4%	248,228,952	99.6%	998,961	0.4%	169,901	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.7	Υ	Pass	No	For	1.6%	245,289,240	98.4%	3,962,805	1.6%	145,769	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	4.1%	239,027,505	95.9%	10,208,977	4.1%	161,332	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	0.4%	248,261,431	99.6%	961,613	0.4%	174,770	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	3.6%	240,261,693	96.4%	8,965,608	3.6%	170,513	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	1.6%	245,286,857	98.4%	3,937,036	1.6%	173,921	N/A	Proxy	F+A
1.12	Υ	Pass	No	For	5.7%	235,165,636	94.3%	14,084,439	5.7%	147,739	N/A	Proxy	F+A
2	Υ	Pass	No	For	14.4%	212,486,438	85.6%	35,854,788	14.4%	1,056,588	N/A	Proxy	F+A
3	Υ	Pass	No	For	0.5%	278,488,779	99.5%	1,292,834	0.5%	204,188	N/A	Proxy	F+A

## Goldcorp, Inc.

 Meeting Date: 04/04/2019
 Country: Canada
 Primary Security ID: 380956409
 Meeting ID: 1292687

**Record Date:** 02/22/2019 **Meeting Type:** Special **Ticker:** G

 Primary CUSIP: 380956409
 Primary ISIN: CA3809564097
 Primary SEDOL: 2676302
 Proxy Level: 5

Earliest Cutoff Date: 04/01/2019 Shares Voted: 200,000 Votable Shares: 200,000 \*Shares on Loan: 0 Shares Instructed: 200,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
1	Approve Acquisition by Newmont Mining Corporation	Mgmt	Yes	For	For		For	For	No	No	No	
Ballot De	etails											

Ballot Details Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944	Confirmed	rpestana	03/29/2019	rpestana	03/29/2019	200,000	200,000
						Total Shares:	200,000	200,000

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.9%	518,021,144	97.1%	15,471,576	2.9%	N/A	N/A	Proxy	F+A



Location(s): All Locations Institution Account(s): NT RSG01

## **Celgene Corporation**

Meeting Date: 04/12/2019

Country: USA

Primary Security ID: 151020104

Meeting ID: 1298112

Meeting Type: Special

Ticker: CELG

Primary CUSIP: 151020104

Total Ballots: 1

Record Date: 03/01/2019

Primary ISIN: US1510201049

Primary SEDOL: 2182348

Proxy Level: 5

Earliest Cutoff Date: 04/11/2019

Shares Voted: 59,000 Voting Policy: ISS

\*Shares on Loan: 0

**Additional Policy:** 

Shares Instructed: 59,000

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Merger Agreement	Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Votable Shares: 59,000

Voting Policy Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

Blended Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944	Confirmed	rpestana	04/03/2019	rpestana	04/03/2019	59,000	59,000
						Total Shares:	59,000	59,000

#### **Meeting Results**

Outstanding Shares Voted: 702,450,444

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.6%	494,440,887	70.4%	10,074,889	1.4%	1,431,270	0.2%	Proxy	Capital Represented
2	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Proxy	F+A+AB
3	Υ	Fail	No	For	62.2%	183,816,760	37.8%	302,677,427	62.2%	19,452,859	N/A	Proxy	F+A

## Vivendi SA

Meeting Date: 04/15/2019 Record Date: 04/10/2019	Country: France Meeting Type: Annual/Special	Primary Security ID: F97982106 Ticker: VIV	<b>Meeting ID:</b> 1299082
Primary CUSIP: F97982106	Primary ISIN: FR0000127771	Primary SEDOL: 4834777	Proxy Level: N/A



Location(s): All Locations Institution Account(s): NT RSG01

## **Vivendi SA**

Earliest C		hares Voted: 375,000 oting Policy: ISS		Votable S	<b>Shares:</b> 375,000		*Shares on Loa		Share	es Instructe	ed: 375,000	
Proposal Number	Proposal Text	<b>Jang : Unity:</b> 250	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Ordinary Business		Mgmt	No								
1	Approve Financial Statements and Reports	Statutory	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR and lack of concerns.	the approval of the a	annual accoun	ts are warr	anted due to th	ne unqualified a	auditors' opinion					
	Blended Rationale: Votes FOR the a lack of concerns.	pproval of the annua	al accounts are	e warranted	d due to the un	qualified audito	ors' opinion and					
2	Approve Consolidated Financial Stand Statutory Reports	atements	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR and lack of concerns.	the approval of the a	annual accoun	ts are warr	anted due to th	ne unqualified a	auditors' opinion					
	Blended Rationale: Votes FOR the a lack of concerns.	pproval of the annua	al accounts are	e warranted	d due to the un	qualified audito	ors' opinion and					
3	Approve Auditors' Special Report of Related-Party Transactions Mentio Absence of New Transactions		Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	qualified as an executive during par determination of his remuneration of executive are not in line with sharel remuneration; and* Delport's member de PuyfontaineA vote FOR the seven raised:* Triggering events do not ex- for support is that:* The other feature pension schemesVotes FOR these a of these schemes are not deemed p of Alix and De Bailliencourt, their acceptance.	or these services. In nolders' interest due pership on Vivendi's a rance agreement in a colude the case of a ures of the amended dditional pension sol roblematic. However,	addition, the to:* An overa remuneration favor of De Pu non-renewal of agreement aithemes in favor, given the ser	terms and Il lack of tra committee. In fortaine is of the manare in line wir of the neverious conce	conditions of his ansparency regarders. Item 17: Sevent is warranted alt. Item market standy executives arous raised regarders.	is overall remu- arding the dete rance agreeme hough the follo nan mandate. To dards. Items 18 e warranted be rrding the remu	neration as ermination of his nt with Arnaud owing concern is the main reason 8-24: Additional ecause the terms uneration policies					
	Blended Rationale: Item 3: Auditors a consulting services agreement proqualified as an executive during par determination of his remuneration fexecutive are not in line with sharel remuneration; and* Delport's member de PuyfontaineA vote FOR the severaised:* Triggering events do not expose to support is that:* The other feature pension schemesVotes FOR these a of these schemes are not deemed prof Alix and De Bailliencourt, their acceptance of the several pension of the several pension schemes are not deemed prof Alix and De Bailliencourt, their acceptance of the several pension schemes are not deemed prof Alix and De Bailliencourt, their acceptance of the several pension schemes are not deemed prof Alix and De Bailliencourt, their acceptance of the several pension schemes are not deemed prof Alix and De Bailliencourt, their acceptance of the several pension schemes are not deemed prof Alix and De Bailliencourt, their acceptance of the several pension schemes are not deemed profits.	widing additional rent of FY18. There is a for these services. In adders' interest due pership on Vivendi's arance agreement in a culude the case of a lares of the amended additional pension scluroblematic. However,	nuneration to lack of disclo. addition, the to:* An overa remuneration favor of De Pu non-renewal of agreement an hemes in favor given the sea	Dominique sure regard terms and lack of traccommittee. The manage in line wir of the newrious conce	Delport, a suppling his choice of conditions of his ansparency regulater 17: Sevents warranted alto market standy executives are raised regalators.	ervisory board as the service p is overall remu- arding the dete rance agreeme, though the follo nan mandate. The dards. Items 18 e warranted be ording the remu	member provider and the presention as permination of his put with Arnaud powing concern is the main reason page 42: Additional pecause the terms pureration policies					
4	Approve Allocation of Income and of EUR 0.50 per Share	•	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Compensation of Vincent Chairman of the Supervisory Board 19, 2018	•	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Approve Compensation of Yannick Bollore, Chairman of the Supervisory Board Since April 19, 2018	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.

Blended Rationale: A vote AGAINST this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

#### Vivendi SA

Board

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
7	Approve Compensation of Arnaud de Puyfontaine, Chairman of the Management	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because:\* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi Items 10 and 12 (Crepin and Philippe)Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because: \* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Approve Compensation of Gilles Alix, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
9	Approve Compensation of Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
10	Approve Compensation of Frederic Crepin, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
11	Approve Compensation of Simon Gillham, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
12	Approve Compensation of Herve Philippe, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
13	Approve Compensation of Stephane Roussel, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the vear under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Blended Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi: and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Approve Remuneration Policy for Supervisory Board Members and Chairman

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No

Yes

Yes

Voting Policy Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Blended Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.



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### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
15	Approve Remuneration Policy for Chairman of the Management Board	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

16 Approve Remuneration Policy for Mgmt Yes Management Board Members

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed

Against

Against

For

No

Yes

Yes

For

board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.



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## **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
17	Approve Conditional Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
18	Approve Additional Pension Scheme Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
19	Approve Additional Pension Scheme Agreement with Gilles Alix, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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## Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
20	Approve Additional Pension Scheme Agreement with Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Board Member

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
21	Approve Additional Pension Scheme Agreement with Frederic Crepin, Management	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Institution Account(s): NT RSG01

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
22	Approve Additional Pension Scheme Agreement with Simon Gillham, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): NT RSG01

Board Member

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
23	Approve Additional Pension Scheme Agreement with Herve Philippe, Management	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations Institution Account(s): NT RSG01

## **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
24	Approve Additional Pension Scheme Agreement with Stephane Roussel, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special report includes a consulting services agreement providing add qualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. However of Alix and De Bailliencourt, their additional pension schemesion schemes are not deemed problematic.	ditional remune a lack of disclo in addition, the e to:* An overa is remuneration favor of De Pu in non-renewal of d agreement au themes in favor in given the se	ration to Don sure regardin terms and confl lack of tran committee. I uyfontaine is of the managre in line with r of the new rious concen	minique Delpo ing his choice conditions of h nsparency reg tem 17: Seve warranted all gement chairn h market stan executives ar ns raised rega	ort, a supervison as the service p is overall remun arding the dete rance agreemen hough the follo nan mandate. Th dards. Items 18 e warranted be rding the remu	ry board membe. provider and the peration as permination of his put with Arnaud wing concern is the main reason 1-24: Additional cause the terms peration policies	-				
	Blended Rationale: Item 3: Auditors' special reportA vo a consulting services agreement providing additional re qualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amende pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. However of Alix and De Bailliencourt, their additional pension sci	emuneration to a lack of disclo in addition, the e to:* An overa is remuneration favor of De Pu in non-renewal of d agreement an themes in favoi in, given the se	Dominique of the sure regardia terms and confil lack of training the committee. It is the managere in line with a rof the new trious concernitions.	Delport, a suping his choice conditions of hisparency regitem 17: Seve warranted altigement chairn himarket stan executives ar aised regards.	ervisory board as the service pais overall remunarding the determination the followan mandate. The dards. Items 18 warranted be remu	member provider and the presention as permination of his put with Arnaud wing concern is the main reason put 24: Additional cause the terms presention policies					
25	Elect Cyrille Bollore as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board membrepresentatives, employee representatives, and employer recommended) and the absence of specific concerns at	ers: 45.5 perce ee shareholde	ent vs 33.3 p r representat	ercent recom tives (if any):	mended; exclud	ding government					
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: a representatives, employee representatives, and employ recommended) and the absence of specific concerns at	45.5 percent vs vee shareholde	s 33.3 percer r representa	nt recommend tives (if any):	led; excluding g	government	d .				
26	Reelect Dominique Delport as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employee representatives.	ers: 45.5 perce vee shareholde	ent vs 33.3 p r representat	nercent recom tives (if any):	mended; exclud	ding government					
	recommended) and the absence of specific concerns all	bout these non	illiees (Itellis	3 23 ana 20).							
		ese non-indepe 45.5 percent vs vee shareholde	endent nomir 33.3 percer r representa	nees are warrant recommend tives (if any):	led; excluding g	government	/				
27	recommended) and the absence of specific concerns at Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: * representatives, employee representatives, and employ	ese non-indepe 45.5 percent vs vee shareholde	endent nomir 33.3 percer r representa	nees are warrant recommend tives (if any):	led; excluding g	government	<i>f</i>	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

## **Vivendi SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote t Against ISS
28	Authorize Decrease in Share Cancellation of Repurchased	•	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Specific Buyback F Cancellation of Repurchased	-	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote buyback program is in shareh		is warranted be	ecause the c	company failed	l to demonstrat	e that this					
	Blended Rationale: A vote AG, program is in shareholders' in		arranted becaus	se the comp	any failed to d	lemonstrate tha	t this buyback					
30	Authorize Issuance of Equity Securities with Preemptive R Aggregate Nominal Amount Million	ights up to	Mgmt	Yes	For	For		For	For	No	No	No
31	Authorize Capitalization of R EUR 375 Million for Bonus Is in Par Value	•	Mgmt	Yes	For	For		For	For	No	No	No
32	Authorize Capital Issuances Employee Stock Purchase Pla		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would					ease employee	participation to	а				
	Blended Rationale: Votes FOR of ownership that would remain			-		employee parti	cipation to a le	vel .				
33	Authorize Capital Issuances Employee Stock Purchase Pla Employees of International S	ans for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would			-		ease employee	participation to	а				
	Blended Rationale: Votes FOR of ownership that would remain			-		employee parti	cipation to a le	vel				
34	Approve Change of Corporat Europeenne (SE)	e Form to Societe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	e proposals merit votes F	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	posals merit votes FOR a	s they are deer	med non-con	ntentious and i	neutral for shar	eholders.					
35	Change Company Name to V Amend Bylaws Accordingly	vivendi SE and	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	e proposals merit votes F	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These pro	posals merit votes FOR a	s they are deen	med non-con	ntentious and i	neutral for shar	eholders.					
36	Authorize Filing of Required Formalities	Documents/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		rpestana	04/02/2019	rpestana	04/02/2019		375,000		375,000



Location(s): All Locations
Institution Account(s): NT RSG01

## **Vivendi SA**

Total Shares: 375,000 375,000

Meeti	ng Results												
Outstar	nding Shares	Voted:			Res	ults Available: Full							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.3%	935,553,209	99.7%	1,438,387	0.2%	1,440,514	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.3%	935,731,025	99.7%	1,452,315	0.2%	1,248,770	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	30.6%	650,896,878	69.4%	285,364,703	30.4%	1,319,519	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.4%	934,423,871	99.6%	2,744,205	0.3%	1,264,034	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.6%	933,140,339	99.4%	3,964,518	0.4%	1,327,253	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	28.3%	673,239,786	71.7%	264,546,100	28.2%	646,224	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	37.7%	584,285,413	62.3%	353,529,445	37.7%	617,252	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	25.0%	703,696,877	75.0%	234,052,234	24.9%	682,999	0.1%	Poll	F+A+AB
9	Υ	Pass	No	For	25.0%	703,783,257	75.0%	234,057,513	24.9%	591,340	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	23.4%	718,406,530	76.6%	219,413,606	23.4%	611,974	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	23.5%	718,306,121	76.5%	219,527,166	23.4%	598,823	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	23.4%	718,724,632	76.6%	219,099,141	23.3%	608,337	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	23.4%	718,346,984	76.5%	219,447,498	23.4%	637,628	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	28.8%	667,639,640	71.1%	270,179,802	28.8%	612,668	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	25.6%	697,791,314	74.4%	240,042,702	25.6%	598,094	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	27.9%	676,849,241	72.1%	260,955,429	27.8%	627,440	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	3.9%	901,494,593	96.1%	36,115,655	3.8%	611,116	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	4.1%	899,497,852	95.9%	38,115,751	4.1%	607,761	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	4.4%	897,481,318	95.6%	40,199,017	4.3%	751,565	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	4.4%	897,474,143	95.6%	40,170,887	4.3%	786,312	0.1%	Poll	F+A+AB
21	Υ	Pass	No	For	4.0%	900,443,997	96.0%	37,139,740	4.0%	611,375	0.1%	Poll	F+A+AB
22	Υ	Pass	No	For	4.0%	900,692,148	96.0%	36,971,462	3.9%	667,400	0.1%	Poll	F+A+AB
23	Υ	Pass	No	For	4.1%	900,315,485	95.9%	37,466,639	4.0%	609,986	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): NT RSG01

Voting Summary Dissident Mgmt Dissent For % Against % Abstain % Result Level For Against Abstain Proposal Proposal Rec Type Υ 4.0% 900,574,717 96.0% 3.9% 651,322 0.1% Poll 24 Pass No For 36,944,883 F+A+AB 25 Υ Pass No For 6.2% 880,458,940 93.8% 57,388,142 6.1% 585.028 0.1% Poll F+A+AB Υ 3.7% 903,328,234 34,516,549 3.7% 587,327 0.1% Poll 26 Pass For 96.3% F+A+AB No Υ 27 Pass No For 0.6% 932,739,448 99.4% 5,098,612 0.5% 594,050 0.1% Poll F+A+AB Ν 28 Υ No For 0.6% 931,989,496 99.4% 4,221,055 0.5% 1,295,242 0.1% Poll F+A+AB Pass 29 Υ No 32.3% 634,820,017 67.7% 302,021,138 32.2% 664,638 0.1% Poll F+A+AB Υ For 92.2% 30 7.8% 864,199,919 72,642,140 7.7% 663,734 0.1% Poll F+A+AB Pass No 31 Pass No 7.4% 868,252,234 92.6% 68,582,369 7.3% 671,190 0.1% Poll F+A+AB 32 Υ Pass For 0.5% 932,804,545 99.5% 4,060,558 0.4% 640,690 0.1% Poll F+A+AB No 33 Υ Pass No For 0.5% 933,136,748 99.5% 3,710,491 0.4% 658,554 0.1% Poll F+A+AB Υ 3.7% 902,454,414 0.1% Poll 34 Pass No For 96.3% 34,385,203 3.7% 666,176 F+A+AB 35 Υ Pass No For 4.2% 897,807,477 95.8% 39,036,077 4.2% 662,239 0.1% Poll F+A+AB 36 Υ Pass No For 0.1% 936,423,485 99.9% 422,113 0.0% 660,195 0.1% Poll F+A+AB

## **Cigna Corporation**

Primary CUSIP: 125523100         Primary ISIN: US1255231003         Primary SEDOL: BHJ0775	Proxy Level: 3			
Earliest Cutoff Date: 04/23/2019 Shares Voted: 24,000 Votable Shares: 24,000 *Shares on Loan: 0  Total Ballots: 1 Voting Policy: ISS Additional Policy:	Shares Instructed: 24,000			

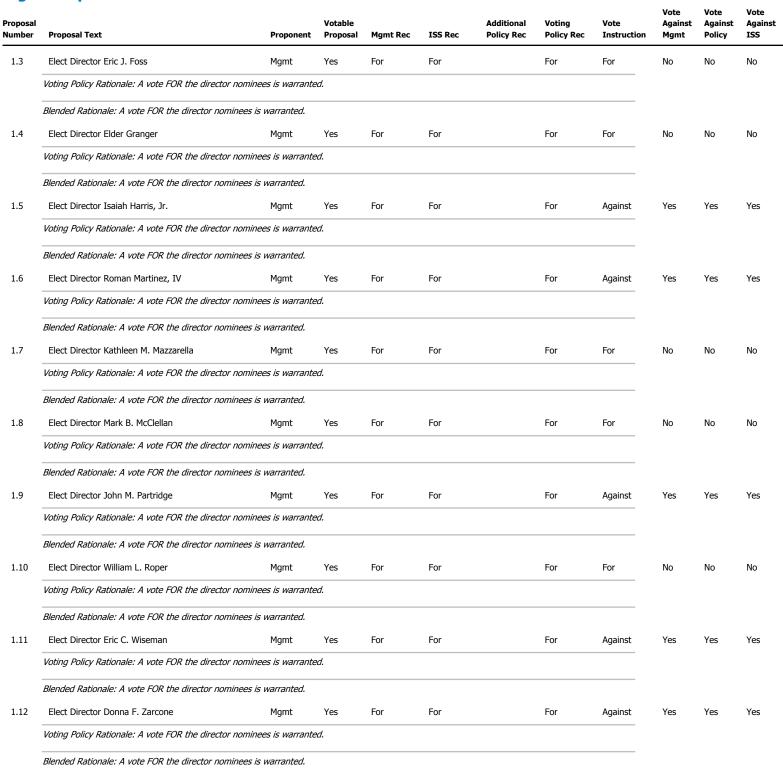
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director David M. Cordani	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director William J. DeLaney	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Cigna Corporation**



<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations Institution Account(s): NT RSG01

# **Cigna Corporation**

roposal lumber	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.13	Elect Director William D. Zollars	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
ı	Voting Policy Rationale: A vote FOR the director nom	inees is warrante	ed.								
E	Blended Rationale: A vote FOR the director nominees	is warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Written Consent	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warranted given that it would provide shareholders with a meaningful written consent right and a means to act between annual meetings.										
	Blended Rationale: A vote FOR this proposal is warra. consent right and a means to act between annual me	-	t would prov	vide sharehold	ers with a mear	ningful written					
5	Report on Cyber Risk *Withdrawn Resolution*	SH	No								
6	Report on Gender Pay Gap	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is wallowing them to better measure the progress of the					information					

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944	Confirmed	dnicoll	04/15/2019	dnicoll	04/15/2019	24,000	24,000
						Total Shares:	24,000	24,000

## **Meeting Results**

Outstanding Shares Voted: 379,672,315 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.5%	318,627,315	99.5%	1,537,724	0.5%	912,609	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	0.3%	319,016,703	99.7%	1,119,532	0.3%	941,413	N/A	Proxy	F+A
1.3	Y	Pass	No	For	0.5%	318,517,679	99.5%	1,619,941	0.5%	940,028	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.4%	318,781,713	99.6%	1,131,555	0.4%	1,164,380	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	1.4%	315,686,399	98.6%	4,449,303	1.4%	941,946	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	2.9%	310,937,506	97.1%	9,203,261	2.9%	936,881	N/A	Proxy	F+A
1.7	Y	Pass	No	For	0.1%	319,563,508	99.9%	391,718	0.1%	1,122,422	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.8	Y	Pass	No	For	0.4%	319,006,318	99.6%	1,138,397	0.4%	932,933	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.0%	316,908,576	99.0%	3,219,963	1.0%	949,109	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.2%	319,629,753	99.8%	518,742	0.2%	929,153	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.1%	313,325,186	97.9%	6,813,225	2.1%	939,237	N/A	Proxy	F+A
1.12	Υ	Pass	No	For	3.3%	309,600,554	96.7%	10,575,990	3.3%	901,104	N/A	Proxy	F+A
1.13	Υ	Pass	No	For	3.7%	308,138,122	96.3%	11,990,029	3.7%	949,497	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	297,576,099	92.7%	22,361,912	7.0%	1,139,637	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	3.2%	333,215,490	96.8%	10,058,575	2.9%	936,187	0.3%	Proxy	F+A+AB
4	Υ	Pass	No	Against	63.9%	203,936,877	63.5%	115,899,414	36.1%	1,241,357	0.4%	Proxy	F+A+AB
5	N												
6	Υ	Fail	No	Against	36.7%	112,538,356	35.1%	203,251,671	63.3%	5,287,621	1.6%	Proxy	F+A+AB

# Cleveland-Cliffs, Inc.

Meeting Date: 04/24/2019	Country: USA	Primary Security ID: 185899101	Meeting ID: 1306012
Record Date: 02/25/2019	Meeting Type: Annual	Ticker: CLF	

Primary CUSIP: 185899101	Primary ISIN: US1858991011	Primary SEDOL: BYVZ186	Proxy Level: 3

Earliest Cutoff Date: 04/23/2019	Shares Voted: 290,000	Votable Shares: 290,000	*Shares on Loan: 0	Shares Instructed: 290,000
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Voting Policy: ISS Total Ballots: 1 Additional Policy:

TOTAL BAIL	ots: 1 Voting Policy: 155					Additional Po	iicy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director John T. Baldwin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	s is warranted.									
1.2	Elect Director Robert P. Fisher, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	s is warranted.									
1.3	Elect Director Lourenco Goncalves	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warrante	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations Institution Account(s): NT RSG01

# Cleveland-Cliffs, Inc.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Director Susan M. Green	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director M. Ann Harlan	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Janet L. Miller	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Joseph A. Rutkowski, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Eric M. Rychel	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Michael D. Siegal	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Gabriel Stoliar	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.11	Elect Director Douglas C. Taylor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									



Location(s): All Locations
Institution Account(s): NT RSG01

## **Cleveland-Cliffs, Inc.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this proposal is warranted. Following low say-on-pay support in 2018, the committee adequately addressed shareholder feedback. However, pay magnitude concerns persisted in the most recent period, primarily driven by a maximum-level STI payout. While the STI program will incorporate fewer subjective goals in FY19, the CEO's target award remains high relative to peers. Furthermore, performance equity may be earned for just median relative TSR performance, without a disclosed cap in the event TSR is negative. Finally, the value of personal aircraft usage topped \$600,000 without rationale. Providing excessive perquisites to a highly compensated CEO is not a common market practice.

Blended Rationale: A vote AGAINST this proposal is warranted. Following low say-on-pay support in 2018, the committee adequately addressed shareholder feedback. However, pay magnitude concerns persisted in the most recent period, primarily driven by a maximum-level STI payout. While the STI program will incorporate fewer subjective goals in FY19, the CEO's target award remains high relative to peers. Furthermore, performance equity may be earned for just median relative TSR performance, without a disclosed cap in the event TSR is negative. Finally, the value of personal aircraft usage topped \$600,000 without rationale. Providing excessive perquisites to a highly compensated CEO is not a common market practice.

3 Ratify Deloitte & Touche LLP as Auditors Mgmt Yes For For For For No No No

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	• • • • • • • • • • • • • • • • • • • •	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944 Confirmed		dnicoll	04/12/2019	dnicoll	04/12/2019	290,000	290,000
						Total Shares:	290,000	290,000

#### **Meeting Results**

Outstanding Shares Voted: 290,568,635 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.6%	169,322,965	98.4%	2,823,051	1.6%	0	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	1.2%	170,046,726	98.8%	2,099,290	1.2%	0	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	1.5%	169,556,968	98.5%	2,589,048	1.5%	0	N/A	Proxy	F+A
1.4	Y	Pass	No	For	1.9%	168,868,823	98.1%	3,277,193	1.9%	0	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.8%	170,699,052	99.2%	1,446,964	0.8%	0	N/A	Proxy	F+A
1.6	Y	Pass	No	For	0.8%	170,686,426	99.2%	1,459,590	0.8%	0	N/A	Proxy	F+A
1.7	Y	Pass	No	For	1.7%	169,289,465	98.3%	2,856,551	1.7%	0	N/A	Proxy	F+A
1.8	Y	Pass	No	For	1.7%	169,289,221	98.3%	2,856,795	1.7%	0	N/A	Proxy	F+A
1.9	Y	Pass	No	For	1.6%	169,426,480	98.4%	2,719,536	1.6%	0	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	1.7%	169,281,161	98.3%	2,864,855	1.7%	0	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.2%	168,412,895	97.8%	3,733,121	2.2%	0	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	30.1%	120,248,209	69.9%	50,163,750	29.1%	1,734,057	1.0%	Proxy	F+A+AB
2	V	Dace	No	For	1 20/-	256 294 040	00 00/	2 450 206	0.00/-	671 001	0.204	Drova	E I A I AD

## **Ocado Group Plc**

3

Approve Remuneration Report

Meeting Date: 05/01/2019 Country: United Kingdom Primary Security ID: G6718L106 Meeting ID: 1294170

Record Date: 04/29/2019 Meeting Type: Annual Ticker: OCDO

 Primary CUSIP: G6718L106
 Primary ISIN: G800B3MBS747
 Primary SEDOL: B3MBS74
 Proxy Level: N/A

Earliest Cutoff Date: 04/25/2019 Shares Voted: 430,000 Votable Shares: 430,000 \*Shares on Loan: 0 Shares Instructed: 430,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

Blended Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

Voting Policy Rationale: A vote AGAINST this proposal is warranted: \* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions. \* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in

Yes

For

Against

Against

For

No

Yes

Yes

Mgmt

full.\* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.

Blended Rationale: A vote AGAINST this proposal is warranted: \* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions. \* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full. \* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
4	Re-elect Lord Rose as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 4-9 and 11-15A vote FC identified. Item 10: Re-elect Jorn Rausing as DirectorA without concern for shareholders on account of:* Pote overall Board composition still falls below UK Code recusub-committees is considered to be in line with the recuture Board, effective June and September. Items 11 & 1 candidates is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the NEL Re-elect Andrew HarrisonA vote AGAINST his re-electic Remuneration Committee and serious concerns around	vote FOR this of this of the commendations. commendations 2: re-elect Ruth without concerns around remunds will step down is considered.	randidate is ence issues l' The main re of the UK C h Anderson on on for shareh eneration are on from the l' d warranted	considered wa have been iden eason for suppo Code; and* Fur and Douglas M olders on acco e again being h Board during to on account of	rranted, althountified, on account is:* The continuous attention the continuous attention to the course of 20 the course of 2	gh it is not unt of which the apposition of key re being made FOR these are both the 2019 019.Item 13: air of the	<b>/</b>				
	Blended Rationale: Items 4-9 and 11-15A vote FOR th	ese Directors is	warranted a	as no significar	nt concerns hav	ve been					

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is Warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Tim Steiner as Director

Mgmt

Yes

For

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
6	Re-elect Duncan Tatton-Brown as Director	Mgmt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

7 Re-elect Neill Abrams as Director

Mgmt

Yes

For

FO

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
8	Re-elect Mark Richardson as Director	Mgmt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Luke Jensen as Director

Mgmt

For

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
10	Re-elect Jorn Rausing as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

11 Re-elect Ruth Anderson as Director

Mgmt

Yes

For

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
12	Re-elect Douglas McCallum as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

13 Re-elect Andrew Harrison as Director

Mgmt

Yes

For

Against

Against

For

No

Yes

Yes

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Ocado Group Plc**

Auditors

Expenditure

18

Authorise EU Political Donations and

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
14	Re-elect Emma Lloyd as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 4-9 and 11-15A vote Fidentified. Item 10: Re-elect Jorn Rausing as Directors without concern for shareholders on account of:* Policy overall Board composition still falls below UK Code resub-committees is considered to be in line with the resub-committees is considered to be in line with the resub-committees is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the NER-elect Andrew HarrisonA vote AGAINST his re-elect Remuneration Committee and serious concerns around	A vote FOR this of tential independent commendations. ecommendations 12: re-elect Rutit without concerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK C h Anderson in for shareh eneration are of the Warranted warranted	considered wa have been ider eason for suppo Code; and* Fur and Douglas M olders on acco e again being f Board during to on account of	nranted, altho ntified, on acco ort is:* The co ther changes of CallumA vote ount of:* They nighlighted for the course of 2	ugh it is not punt of which the proposition of key are being made are both the 2019 1019. Item 13: what is not the control of	/				
	members of the Remuneration Committee and conce AGM.The main reasons for support are:* Both the NE Re-elect Andrew HarrisonA vote AGAINST his re-elect	A vote FOR this of tential independent commendations. ecommendations 12: re-elect Rutit without concerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK C h Anderson on for shareh one retire the the warranted disparanted is such and the contraction are of the contr	considered wa have been ider eason for suppo Code; and* Fur and Douglas M olders on acco e again being f Board during to on account of	nranted, altho ntified, on acco ort is:* The co ther changes of CallumA vote ount of:* They highlighted for the course of 2	ugh it is not punt of which the proposition of key are being made are both the 2019 1019. Item 13: what is not the the the the the the the the the th	/				
15	Elect Julie Southern as Director	dered warranted, although it is not without concern for shareholders on account of:* They are both amuneration Committee and concerns around remuneration are again being highlighted for the 2019 sons for support are:* Both the NEDs will step down from the Board during the course of 2019. Item 13: arrisonA vote AGAINST his re-election is considered warranted on account of:* He is the Chair of the arrittee and serious concerns around remuneration are again being highlighted for the 2019 AGM.	Abstain	Yes	Yes	Yes					
	Voting Policy Rationale: Items 4-9 and 11-15A vote Fidentified. Item 10: Re-elect Jorn Rausing as Directors without concern for shareholders on account of:* Policy overall Board composition still falls below UK Code resub-committees is considered to be in line with the resub-committees is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the NERE-elect Andrew HarrisonA vote AGAINST his re-elect Remuneration Committee and serious concerns around	A vote FOR this of tential independent independent in tential	andidate is ence issues i The main re of the UK C h Anderson in for shareh ineration are of the warranted warranted	considered wa have been ider eason for suppo Code; and* Fur and Douglas M volders on acco e again being f Board during to on account of	rranted, altho ntified, on acco ort is:* The co ther changes accallumA vote ount of:* They highlighted for the course of 2	ugh it is not punt of which the amposition of key are being made to FOR these are both the 2019 1019.Item 13: whair of the	/				
	Blended Rationale: Items 4-9 and 11-15A vote FOR to identified. Item 10: Re-elect Jorn Rausing as Directors without concern for shareholders on account of:* Post overall Board composition still falls below UK Code resub-committees is considered to be in line with the resub-committees is considered warranted, although it is not members of the Remuneration Committee and concerns affective HarrisonA vote AGAINST his re-elect Remuneration Committee and serious concerns around	A vote FOR this of tential independent commendations. ecommendations 12: re-elect Rutit without concerns around remuEDs will step downtion is considered.	andidate is ence issues i The main re of the UK C h Anderson on for shareh one retire the the warranted disparanted is such and the contraction are of the disparanted is such as the contraction are of the c	considered wa have been ider eason for suppo Code; and* Fur and Douglas M olders on acco e again being f Board during to on account of	nranted, altho ntified, on acco ort is:* The co ther changes of CallumA vote ount of:* They highlighted for the course of 2	ugh it is not punt of which the proposition of key are being made are both the 2019 1019. Item 13: what is not the the the the the the the the the th	/			No	
16	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Board to Fix Remuneration of	Mgmt	Yes	For	For		For	For	No	No	No

Yes

Mgmt

For

For

For

For

No

No

No



Location(s): All Locations Institution Account(s): NT RSG01

## **Ocado Group Plc**

10	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
19	Approve Value Creation Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST the proposed complex and extremely geared with no sufficiently strescheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to admin	ong explanation of equity in the	provided ov e Company;	ver the retention * The VCP allo	ve or motivation ws for retesting	nal effects of the	ş				
	Blended Rationale: A vote AGAINST the proposed Valu complex and extremely geared with no sufficiently stra scheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to admin	ong explanation of equity in the	provided ov e Company;	ver the retention * The VCP allo	ve or motivation ws for retesting	nal effects of the	9				
20	Approve Annual Incentive Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is we bonus and the LTIP into a single scheme, and the quareward due to shorter-term targets.						/				
	Blended Rationale: A vote AGAINST this item is warrand bonus and the LTIP into a single scheme, and the quareward due to shorter-term targets.		,	•							
21	Approve Sharesave Scheme	Mgmt	Yes	For	For		For	For	No	No	No
22	Approve Executive Share Option Scheme	Mgmt	Yes	For	For		For	For	No	No	No
23	Approve the Amendment to the Chairman's Share Matching Award	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this resolution the proposed retrospective amendment.	n is warranted L	because:* T	here is no com	pelling rational	le provided for					
	Blended Rationale: A vote AGAINST this resolution is v proposed retrospective amendment.	varranted becau	ise:* There	is no compellii	ng rationale pro	ovided for the					
24	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions within recommended limits.	is considered wa	arranted as	the proposed a	amounts and d	urations are					
	Blended Rationale: A vote FOR these resolutions is correcommended limits.	nsidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					
25	Authorise Issue of Equity in Connection with a Rights Issue	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions within recommended limits.	is considered wa	arranted as	the proposed a	amounts and de	urations are					
	Blended Rationale: A vote FOR these resolutions is correcommended limits.	nsidered warran	ted as the p	proposed amou	ints and duration	ons are within					
26	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions within recommended limits.	is considered wa	arranted as	the proposed a	amounts and d	urations are					



Location(s): All Locations Institution Account(s): NT RSG01

# **Ocado Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Against ion Mgmt	Vote Against Policy	Vote : Against ISS
27	Authorise Issue of Equity witho Rights in Connection with an Ad Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F within recommended limits.	OR these resolutions i	is considered w	arranted as	the proposed a	amounts and d	urations are					
	Blended Rationale: A vote FOR to recommended limits.	hese resolutions is cor	nsidered warran	nted as the p	proposed amou	ınts and duratio	ons are within					
28	Authorise Market Purchase of C	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorise the Company to Call Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		rpestana	04/23/2019	rpestana	04/23/2019		430,000		430,000
								Total Shares	:	430,000		430,000

## **Meeting Results**

Outstanding Shares Voted: 699,558,324

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	580,935,222	100.0%	686	0.0%	3,734,886	N/A	Poll	F+A
2	Υ	Pass	No	For	24.2%	440,260,450	75.8%	140,813,977	24.2%	3,596,366	N/A	Poll	F+A
3	Y	Pass	No	For	25.4%	436,208,712	74.6%	148,357,899	25.4%	104,182	N/A	Poll	F+A
4	Υ	Pass	No	For	4.0%	560,587,988	96.0%	23,366,438	4.0%	716,367	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	580,939,810	99.4%	3,709,015	0.6%	21,969	N/A	Poll	F+A
6	Υ	Pass	No	For	0.7%	580,356,117	99.3%	4,291,922	0.7%	22,755	N/A	Poll	F+A
7	Y	Pass	No	For	0.9%	579,652,618	99.2%	4,995,421	0.9%	22,755	N/A	Poll	F+A
8	Υ	Pass	No	For	0.6%	580,935,985	99.4%	3,712,054	0.6%	22,755	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	580,828,501	99.4%	3,818,020	0.7%	24,273	N/A	Poll	F+A
10	Y	Pass	No	For	4.7%	557,062,604	95.3%	27,562,917	4.7%	45,272	N/A	Poll	F+A
11	Y	Pass	No	For	5.3%	552,848,289	94.7%	31,129,932	5.3%	692,572	N/A	Poll	F+A
12	Y	Pass	No	For	4.9%	556,015,564	95.1%	28,609,958	4.9%	45,272	N/A	Poll	F+A
13	Y	Pass	No	For	17.3%	483,526,341	82.7%	101,114,665	17.3%	29,787	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

Voting Summary Dissident Mgmt Dissent For % Against % Abstain % Result Base Level For Against Abstain Proposal Proposal Type Υ 0.4% 582,241,020 99.6% 0.4% 45,272 N/A Poll 14 Pass No For 2.333.201 F+A 15 Υ Pass No For 1.1% 567,094,369 98.9% 6,192,725 1.1% 11,383,700 N/A Poll F+A 0.0% 584,564,820 100.0% 90,722 0.0% 17,252 16 Pass For N/A Poll F+A No 17 Υ Pass No For 0.0% 584,645,046 100.0% 11,057 0.0% 14,691 N/A Poll F+A 1.0% 578,940,447 99.0% 5,714,929 1.0% 15,418 N/A Poll 18 Pass No For F+A Υ For 24.3% 441,098,974 75.7% 141,406,517 24.3% 2,165,302 N/A Poll 19 Pass No F+A 20 No For 18.7% 471,886,092 81.3% 108,546,820 18.7% 4,237,881 N/A Poll F+A For Υ 0.5% 581,543,328 99.5% 3,103,855 0.5% 23,610 N/A Poll 21 Pass No F+A 22 Pass No For 1.1% 578,319,710 98.8% 6,328,586 1.1% 22,497 N/A Poll F+A 23 Υ Pass For 23.0% 449,872,574 77.0% 134,084,120 23.0% 714,099 N/A Poll F+A No 24 Υ Pass No For 0.8% 579,879,635 99.2% 4,771,650 0.8% 19,509 N/A Poll F+A 563,415,595 Poll 25 Pass No For 3.6% 96.4% 21,239,968 3.6% 15,231 N/A F+A 26 Υ Pass No For 0.6% 581,304,750 99.4% 3,346,324 0.6% 19,720 N/A Poll F+A 27 Pass No For 1.8% 574,322,582 98.2% 10,328,491 1.8% 19,720 N/A Poll F+A 28 Υ For 0.3% 583,017,207 99.7% 1,530,070 0.3% 123,516 N/A Poll Pass No F+A 29 Pass No 1.2% 577,415,280 98.8% 7,241,081 1.2% 14,433 N/A Poll F+A

#### **ArcelorMittal SA**

Meeting Date: 05/07/2019 Record Date: 04/23/2019	Country: Luxembourg Meeting Type: Annual	Primary Securi Ticker: MT	ity ID: L0302D210	<b>Meeting ID:</b> 1294571
Primary CUSIP: L0302D210	<b>Primary ISIN:</b> LU1598757687	Primary SEDOL:	BYPBS67	Proxy Level: N/A
Earliest Cutoff Date: 04/24/2019 Total Ballots: 1	Shares Voted: 365,000 Voting Policy: ISS	Votable Shares: 365,000	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 365,000
				Vote Vote Vote

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Annual Meeting Agenda	Mgmt	No								
1	Receive Board's and Auditor's Reports	Mgmt	No								
I	Approve Consolidated Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

Blended Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.



Location(s): All Locations Institution Account(s): NT RSG01

## **ArcelorMittal SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
II	Approve Financial Statement	S	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote audit procedures used.	e FOR these items is war	ranted due to a	lack of con	cern regarding	the accounts p	presented or					
	Blended Rationale: A vote FOR procedures used.	these items is warrante	ed due to a lack	of concern	regarding the	accounts prese	ented or audit					
III	Approve Allocation of Income of USD 0.20 Per Share	e and Dividends	Mgmt	Yes	For	For		For	For	No	No	No
IV	Approve Remuneration of Dir	rectors	Mgmt	Yes	For	For		For	For	No	No	No
V	Approve Discharge of Directo	ors	Mgmt	Yes	For	For		For	For	No	No	No
VI	Reelect Vanisha Mittal Bhatia	as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su						ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su	•					s for board					
VII	Reelect Suzanne Nimocks as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su	,				, ,	ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su	•	,,	,		, ,	s for board					
VIII	Reelect Jeannot Krecke as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su						ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su	•					s for board					
IX	Reelect Karel De Gucht as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su	· · · · · · · · · · · · · · · · · · ·					ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su	•				, ,	s for board					
Х	Ratify Deloitte as Auditor		Mgmt	Yes	For	For		For	For	No	No	No
XI	Approve Share Plan Grant Ur Performance Share Unit Plan	nder the	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		dnicoll	04/15/2019	dnicoll	04/15/2019		365,000		365,000
								Total Shares		365,000		365,000



Location(s): All Locations Institution Account(s): NT RSG01

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	N												
I	Υ	Pass	No	For	0.2%	703,347,723	99.8%	106,519	0.0%	1,463,232	0.2%	Poll	F+A+AB
II	Υ	Pass	No	For	0.2%	703,344,054	99.8%	105,825	0.0%	1,467,595	0.2%	Poll	F+A+AB
III	Υ	Pass	No	For	0.1%	703,882,242	99.9%	145,761	0.0%	889,471	0.1%	Poll	F+A+AB
IV	Υ	Pass	No	For	2.4%	687,608,283	97.5%	16,411,117	2.3%	898,074	0.1%	Poll	F+A+AB
٧	Υ	Pass	No	For	N/A	693,550,280	N/A	5,682,186	N/A	5,685,008	N/A	Poll	F+A+AB
VI	Υ	Pass	No	For	1.3%	695,616,456	98.7%	2,729,998	0.4%	6,571,020	0.9%	Poll	F+A+AB
VII	Υ	Pass	No	For	1.6%	693,394,030	98.4%	4,443,789	0.6%	7,079,655	1.0%	Poll	F+A+AB
VIII	Υ	Pass	No	For	1.6%	693,647,373	98.4%	4,490,835	0.6%	6,779,266	1.0%	Poll	F+A+AB
IX	Υ	Pass	No	For	1.5%	694,364,102	98.5%	3,980,801	0.6%	6,572,571	0.9%	Poll	F+A+AB
Х	Υ	Pass	No	For	0.7%	699,773,786	99.3%	4,301,042	0.6%	842,646	0.1%	Poll	F+A+AB
XI	Υ	Pass	No	For	5.7%	664,423,105	94.3%	39,552,381	5.6%	941,988	0.1%	Poll	F+A+AB

## **Barrick Gold Corporation**

Meeting Date: 05/07/2019 Record Date: 03/08/2019	Country: Canada Meeting Type: Annual	Primary Securi Ticker: ABX	ity ID: 067901108	<b>Meeting ID:</b> 1294774
<b>Primary CUSIP:</b> 067901108	<b>Primary ISIN:</b> CA0679011084	Primary SEDOL:	2024644	Proxy Level: 3
Earliest Cutoff Date: 05/02/2019	Shares Voted: 245,120	Votable Shares: 245,120	*Shares on Loan: 0	Shares Instructed: 245,120
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Mark Bristow	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee	25.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.2	Elect Director Gustavo A. Cisneros	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee	?S.									

Blended Rationale: Vote FOR all proposed nominees.



Location(s): All Locations Institution Account(s): NT RSG01

# **Barrick Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote t Against ISS
1.3	Elect Director Christopher L. C	Coleman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	es.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.4	Elect Director J. Michael Evan	S	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	es.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.5	Elect Director Brian L. Greens	pun	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	es.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.6	Elect Director J. Brett Harvey		Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote F	OR all proposed nomine	es.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.7	Elect Director Andrew J. Quin	n	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	es.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
1.8	Elect Director John L. Thornto	on	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote F	OR all proposed nomine	es.									
	Blended Rationale: Vote FOR a	Il proposed nominees.										
2	Approve PricewaterhouseCoop Auditors and Authorize Board		Mgmt	Yes	For	For		For	For	No	No	No
3	Remuneration  Advisory Vote on Executive Co Approach	ompensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	• •											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
NT RSG01	, NT RSG01	1768944	Confirmed		arussell	05/03/2019	arussell	05/03/2019		245,120		245,120
								Total Shares		245,120		245,120

Meeting R	esults
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Outstanding Shares Voted:						s Available: Part	ial						
Item Voting Summary Dissident Mgmt Dissent For % Again # Proposal Proposal Rec Level For								Against	% Against	Abstain	% Abstain	Result Type	Base



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.0%	1,109,397,049	99.0%	11,598,583	1.0%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	14.2%	961,728,848	85.8%	159,266,784	14.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	2.1%	1,097,081,966	97.9%	23,913,666	2.1%	N/A	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.5%	1,115,881,131	99.5%	5,114,501	0.5%	N/A	N/A	Proxy	F+A
1.5	Y	Pass	No	For	3.7%	1,080,022,460	96.3%	40,973,172	3.7%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	3.0%	1,086,915,600	97.0%	34,080,032	3.0%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.0%	1,109,839,622	99.0%	11,156,010	1.0%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	5.2%	1,062,563,191	94.8%	58,432,441	5.2%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	1,146,541,346	92.7%	90,664,103	7.3%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	7.9%	1,032,046,230	92.1%	88,949,302	7.9%	N/A	N/A	Proxy	F+A

## **Yara International ASA**

Meeting Date: 05/07/2019 Country: Norway Primary Security ID: R9900C106 Meeting ID: 1280767

**Record Date:** Meeting Type: Annual Ticker: YAR

Primary CUSIP: R9900C106 Primary ISIN: NO0010208051 Primary SEDOL: 7751259 Proxy Level: N/A

Earliest Cutoff Date: 04/29/2019 Shares Voted: 80,000 Votable Shares: 80,000 \*Shares on Loan: 0Shares Instructed: 80,000

Total Ball	ots: 1 Voting Policy: ISS					Additional Pol	icy:						
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
1	Open Meeting; Approve Notice of Meeting and Agenda	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: These are routine meeting for	malities.											
	Blended Rationale: These are routine meeting formalities.												
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	Yes	For	For		For	For	No	No	No		
	Voting Policy Rationale: These are routine meeting for	malities.											
	Blended Rationale: These are routine meeting formality	ies.											
3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 6.50 Per Share	Mgmt	Yes	For	For		For	For	No	No	No		



Location(s): All Locations Institution Account(s): NT RSG01

## **Yara International ASA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Advisory)	Mgmt	Yes	For	For	<u> </u>	For	For	No	No	No
	Voting Policy Rationale: A vote FOR Item 4.1 is warran with market practice. A vote AGAINST Item 4.2 is warn backward-looking performance period.		-								
	Blended Rationale: A vote FOR Item 4.1 is warranted market practice. A vote AGAINST Item 4.2 is warranted backward-looking performance period.			-							
4.2	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Binding)	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR Item 4.1 is warral with market practice. A vote AGAINST Item 4.2 is warrabackward-looking performance period.		-								
	Blended Rationale: A vote FOR Item 4.1 is warranted market practice. A vote AGAINST Item 4.2 is warranted backward-looking performance period.										
5	Approve Company's Corporate Governance Statement	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Directors in the Amount of NOK 646,000 for the Chairman, NOK 386,000 for the Vice Chairman, and NOK 340,000 for the Other Directors; Approve Committee Fees	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposed fees.	on proposals is I	warranted be	ecause of a lad	ck of concern i	regarding the					
	Blended Rationale: A vote FOR these remuneration prifees.	oposals is warra	anted becaus	se of a lack of	concern regar	ding the propose	ed				
8	Approve Remuneration of Nominating Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposed fees.	on proposals is i	warranted be	ecause of a lad	ck of concern i	regarding the					
	Blended Rationale: A vote FOR these remuneration prifees.	oposals is warra	anted becaus	se of a lack of	concern regar	ding the propose	ed				
9	Amend Articles Re: Board-Related	Mgmt	Yes	For	For		For	For	No	No	No
10	Elect Kimberly Lein-Mathisen, Adele Bugge Norman Pran and Hakon Reistad Fure as New Directors	Mgmt	Yes	For	For		For	For	No	No	No
11	Approve NOK 1.4 Million Reduction in Share Capital via Share Cancellation and Redemption; Amend Articles of Association Accordingly	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

## **Yara International ASA**

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	rpestana	04/29/2019	rpestana	04/29/2019	80,000	80,000
						Total Shares:	80,000	80,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	170,410,040	N/A	0	N/A	12,144	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	170,408,479	N/A	800	N/A	0	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	169,361,645	N/A	1,048,057	N/A	12,482	N/A	Poll	F+A+AB
4.1	Υ	Pass	No	For	N/A	168,889,260	N/A	1,517,846	N/A	15,078	N/A	Poll	F+A+AB
4.2	Υ	Pass	No	For	N/A	145,758,449	N/A	22,447,223	N/A	2,216,512	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	170,403,463	N/A	3,521	N/A	15,200	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	169,660,179	N/A	747,194	N/A	14,811	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	170,390,415	N/A	5,615	N/A	26,154	N/A	Poll	F+A+AB
8	Υ	Pass	No	For	N/A	170,390,018	N/A	5,602	N/A	26,564	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	N/A	170,001,284	N/A	408,807	N/A	11,593	N/A	Poll	F+A+AB
10	Υ	Pass	No	For	N/A	165,376,597	N/A	1,324,290	N/A	3,721,297	N/A	Poll	F+A+AB
11	Y	Pass	No	For	N/A	170,406,311	N/A	5,171	N/A	10,702	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	N/A	167,524,092	N/A	2,886,761	N/A	11,331	N/A	Poll	F+A+AB

# **Wheaton Precious Metals Corp.**

Meeting Date: 05/09/2019	Country: Canada	Primary Security ID: 962879102	Meeting ID: 1297855
Record Date: 03/20/2019	Meeting Type: Annual/Special	Ticker: WPM	
Primary CUSIP: 962879102	<b>Primary ISIN:</b> CA9628791027	Primary SEDOL: BF13KN5	Proxy Level: 3



Location(s): All Locations Institution Account(s): NT RSG01

а9

Elect Director Randy V. J. Smallwood

Approve Deloitte LLP as Auditors and

Authorize Board to Fix Their Remuneration

## Wheaton Precious Metals Corp.

Shares Voted: 150,000

Earliest Cutoff Date: 05/03/2019 Votable Shares: 150,000 Shares Instructed: 150,000 \*Shares on Loan: 0 Total Ballots: 1 Voting Policy: ISS Additional Policy: Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Proposal ISS Rec **Policy Rec** Number Proponent Mgmt Rec Policy Rec Instruction Mgmt Policy ISS a1 Elect Director George L. Brack Mgmt Yes For For For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a2 Elect Director John A. Brough Mgmt Yes For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а3 Elect Director R. Peter Gillin Mgmt For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а4 Elect Director Chantal Gosselin Mgmt Yes For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a5 Elect Director Douglas M. Holtby Mgmt Yes For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a6 Elect Director Charles A. Jeannes Mgmt Yes For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а7 Elect Director Eduardo Luna Withhold Mgmt For For Yes Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a8 Elect Director Marilyn Schonberner Yes For For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Yes

Mamt

Mgmt

Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

For

For

For

For

For

For

Nο

No

Nο

No

Nο

No

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): NT RSG01

# **Wheaton Precious Metals Corp.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
С	Advisory Vote on Executive Com Approach	pensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	S	hares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		150,000		150,000
								Total Shares		150,000		150,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
a1	Y	Pass	No	For	4.2%	278,125,184	95.8%	12,139,328	4.2%	N/A	N/A	Proxy	F+A
a2	Υ	Pass	No	For	7.8%	267,610,467	92.2%	22,654,045	7.8%	N/A	N/A	Proxy	F+A
a3	Y	Pass	No	For	9.8%	261,747,140	90.2%	28,517,372	9.8%	N/A	N/A	Proxy	F+A
a4	Υ	Pass	No	For	0.2%	289,541,110	99.8%	723,402	0.2%	N/A	N/A	Proxy	F+A
a5	Y	Pass	No	For	6.9%	270,253,706	93.1%	20,010,806	6.9%	N/A	N/A	Proxy	F+A
a6	Υ	Pass	No	For	0.6%	288,643,472	99.4%	1,621,040	0.6%	N/A	N/A	Proxy	F+A
a7	Y	Pass	No	For	10.4%	260,173,733	89.6%	30,090,779	10.4%	N/A	N/A	Proxy	F+A
a8	Y	Pass	No	For	0.9%	287,667,742	99.1%	2,596,770	0.9%	N/A	N/A	Proxy	F+A
a9	Y	Pass	No	For	1.3%	286,540,065	98.7%	3,724,447	1.3%	N/A	N/A	Proxy	F+A
b	Y	Pass	No	For	0.9%	345,813,117	99.1%	3,258,609	0.9%	N/A	N/A	Proxy	F+A
С	Y	Pass	No	For	6.0%	272,953,764	94.0%	17,310,476	6.0%	N/A	N/A	Proxy	F+A

## **Secure Trust Bank Plc**

Meeting Date: 05/15/2019	Country: United Kingdom	Primary Security ID: G8014H102	Meeting ID: 1314531
<b>Record Date:</b> 05/13/2019	Meeting Type: Annual	Ticker: STB	
Primary CUSIP: G8014H102	Primary ISIN: GB00B6TKHP66	Primary SEDOL: B6TKHP6	Proxy Level: N/A



Location(s): All Locations Institution Account(s): NT RSG01

Earliest Cutoff Date: 05/09/2019

#### Secure Trust Bank Plc

Shares Voted: 58,345 Votable Shares: 58.345 \*Shares on Loan: 0 Shares Instructed: 58.345 Total Ballots: 1 Voting Policy: ISS Additional Policy: Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text Policy Rec** ISS Rec Number Proponent Proposal Mgmt Rec Policy Rec Instruction Mgmt Policy ISS 1 Accept Financial Statements and Statutory Mgmt Yes For For For For No No No Reports Approve Final Dividend Mgmt Yes For For No No No For For 3 Re-elect Lord Michael Forsyth as Director Mgmt Yes For For For For No Nο No Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Re-elect Ann Berresford as Director Mamt Yes For For For For No No No Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Re-elect Neeraj Kapur as Director Mgmt For For No No No Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. 6 Re-elect Paul Lynam as Director Mgmt Yes For For For No Nο No Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Re-elect Paul Marrow as Director For Mamt For For Yes Nο Nο Nο Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neerai Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified. Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe ) and Paul Myers is warranted because no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): NT RSG01

## **Secure Trust Bank Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
8	Re-elect Victoria Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of L. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Ba	roness Lucy N	, ,					
	Blended Rationale: A vote FOR the re-election of Lord N Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Ba	roness Lucy N						
9	Elect Baroness Lucy Neville-Rolfe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of L Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	d Victoria Stew	art and the	election of Ba	roness Lucy N						
	Blended Rationale: A vote FOR the re-election of Lord N Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Ba	roness Lucy N						
10	Elect Paul Myers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of L. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Ba	roness Lucy N						
	Blended Rationale: A vote FOR the re-election of Lord N Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Ba	roness Lucy N						
11	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
13	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	roposed amou	nts and duration	ons are within					
	Blended Rationale: A vote FOR these resolutions is wan recommended limits.	ranted because	e the propos	ed amounts a	nd durations a	ere within					
15	Authorise Issue of Equity in Relation to Additional Tier 1 Securities	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Additional Tier 1 Securities convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals a and* The conversion into ordinary shares would require weakness well beyond the Company's current position at Blended Rationale: A vote FOR these resolutions is want Company were to issue Additional Tier 1 Securities ("All convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals at and* The conversion into ordinary shares would require	("AT1 Securitie cant dilution to t UK banks an the CET1 rati and minimum I canted, althoug T3 Securities") cant dilution to t UK banks an	es") and a tri non-particip d are intend to to fall to a regulatory re nh this is not and a trigge non-particip d are intend	igger event w pating shareho led to apply in level which w equirements. t without conc or event were pating shareho led to apply in	ere to occur, of olders. The manestreme circus ould denote series for shareful to occur, caus olders. The manestreme circus of occurs are manestreme circus.	rausing them to in reasons for metances only; ignificant capital tolders:* If the ing them to in reasons for metances only;					



Location(s): All Locations Institution Account(s): NT RSG01

## **Secure Trust Bank Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
16	Authorise Issue of Equity without Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote is recommended limits.	FOR these resolutions is	s warranted bed	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is war	ranted because	e the propo.	sed amounts a	nd durations ar	re within					
17	Authorise Issue of Equity with Rights in Connection with an A Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote in recommended limits.	FOR these resolutions is	s warranted bed	cause the p	roposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is war	ranted because	e the propo	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity with Rights in Relation to Additiona Securities	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote of the Company were to issue Add convert into ordinary shares, the support are:* Such authorities a and* The conversion into ordinary weakness well beyond the Comp	litional Tier 1 Securities is would result in signifi are common proposals a ary shares would requin	("AT1 Securitie cant dilution to at UK banks an e the CET1 rati	es") and a to non-partice and are intend io to fall to a	rigger event wo ipating shareho ded to apply in a level which w	ere to occur, ca olders.The mair extreme circur	ausing them to n reasons for mstances only;					
	Blended Rationale: A vote FOR Company were to issue Addition convert into ordinary shares, the support are: * Such authorities a and * The conversion into ordina weakness well beyond the Company to the	nal Tier 1 Securities ("A. is would result in signifi are common proposals a ary shares would requin	T1 Securities") cant dilution to at UK banks an e the CET1 rati	and a triggo non-partice of are intendion to to fall to a	er event were i ipating shareho ded to apply in a level which w	to occur, causir olders.The mair extreme circur	ng them to n reasons for mstances only;					
19	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to Call Meeting with Two Weeks' Noti		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares	:	Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		58,345		58,345
								Total Shares:		58,345		58,345

### **Meeting Results**

Outstanding Shares Voted: 18,476,628 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

istitutio	on Account(s	7. 111 113001											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
7	Υ	Pass	No	For	3.1%	15,733,947	96.9%	496,099	3.1%	188	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
11	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
12	Υ	Pass	No	For	0.0%	16,230,162	100.0%	0	0.0%	72	N/A	Poll	F+A
13	Υ	Pass	No	For	0.0%	15,733,875	100.0%	260	0.0%	496,099	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	16,229,974	100.0%	188	0.0%	72	N/A	Poll	F+A
15	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	16,229,834	100.0%	328	0.0%	72	N/A	Poll	F+A
17	Y	Pass	No	For	3.1%	15,733,735	96.9%	496,427	3.1%	72	N/A	Poll	F+A
18	Υ	Pass	No	For	3.1%	15,732,296	96.9%	497,866	3.1%	72	N/A	Poll	F+A
19	Υ	Pass	No	For	3.1%	15,734,063	96.9%	496,099	3.1%	72	N/A	Poll	F+A
20	Υ	Pass	No	For	7.1%	15,078,801	92.9%	1,151,433	7.1%	0	N/A	Poll	F+A

## **Belvoir Lettings Plc**

Meeting Date: 05/16/2019 Country: United Kingdom Primary Security ID: G1162V106 Meeting ID: 1317440 Ticker: BLV **Record Date:** 05/14/2019 Meeting Type: Annual Primary CUSIP: G1162V106 Primary ISIN: GB00B4QY1P51 Primary SEDOL: B4QY1P5 Proxy Level: N/A Earliest Cutoff Date: 05/10/2019 **Shares Voted:** 1,190,295 Votable Shares: 1,190,295 \*Shares on Loan: 0 Shares Instructed: 1,190,295

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

# **Belvoir Lettings Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote t Against ISS
3	Reappoint PwC LLP as Auditor	rs	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remun Auditors	eration of	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Dorian Gonsalves as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote have been identified.	FOR the election/re-ele	ction of these D	Directors is v	warranted beca	nuse no signific	ant concerns					
	Blended Rationale: A vote FOR been identified.	the election/re-election	of these Direct	ors is warra	anted because	no significant c	concerns have					
6	Elect Paul George as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote have been identified.	FOR the election/re-ele	ction of these L	Directors is v	warranted beca	nuse no signific	ant concerns					
	Blended Rationale: A vote FOR been identified.	the election/re-election	of these Direct	ors is warra	anted because	no significant c	concerns have					
7	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions is	s warranted bed	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wal	rranted because	e the propos	sed amounts a	nd durations ar	re within					
8	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions is	s warranted bed	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is war	rranted because	e the propos	sed amounts a	nd durations ar	re within					
9	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		rpestana	05/07/2019	rpestana	05/07/2019		1,190,295		1,190,295
								Total Shares	s: =====	1,190,295		1,190,295

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

	-												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
9	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

# **Lloyds Banking Group Plc**

Meeting Date: 05/16/2019Country: United KingdomPrimary Security ID: G5533W248Meeting ID: 1307816

Record Date: 05/14/2019 Meeting Type: Annual Ticker: LLOY

 Primary CUSIP: G5533W248
 Primary ISIN: GB0008706128
 Primary SEDOL: 0870612
 Proxy Level: N/A

Earliest Cutoff Date: 05/10/2019 Shares Voted: 3,000,000 Votable Shares: 3,000,000 \*Shares on Loan: 0 Shares Instructed: 3,000,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Elect Amanda Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is war										
3	Re-elect Lord Blackwell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is war	ranted as no si	ignificant co	ncerns have be	een identified.						
4	Re-elect Juan Colombas as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is war	ranted as no si	ignificant co	ncerns have be	een identified.						
5	Re-elect George Culmer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significai	nt concerns ha	ve been identif	îed.					
			,		., ,,,,,,						

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations Institution Account(s): NT RSG01

# **Lloyds Banking Group Plc**

Lioyt	as banking Group Fic								Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Re-elect Alan Dickinson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant cor	ncerns have be	een identified.						
7	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant col	ncerns have be	een identified.						
8	Re-elect Simon Henry as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant coi	ncerns have be	een identified.						
9	Re-elect Antonio Horta-Osorio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr										
10	Re-elect Lord Lupton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant col	ncerns have be	een identified.						
11	Re-elect Nick Prettejohn as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant col	ncerns have be	een identified.						
12	Re-elect Stuart Sinclair as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant col	ncerns have be	een identified.						
13	Re-elect Sara Weller as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ĩed.					
	Blended Rationale: A vote FOR these candidates is warr	ranted as no si	ignificant col	ncerns have be	een identified.						
14	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
15	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): NT RSG01

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	the propos	ed amounts a	nd durations ar	e within					
20	Authorise Issue of Equity in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Regulatory Capital Convertib convert into ordinary shares, this would result in signific	ole Instrument	s and a trigg	ger event were	e to occur, caus	sing them to					
	support are:* Such authorities are common proposals at and* The conversion into ordinary shares would require weakness well beyond the Company's current position a										
	Blended Rationale: A vote FOR these resolutions is warn. Company were to issue Regulatory Capital Convertible II into ordinary shares, this would result in significant dilut are:* Such authorities are common proposals at UK ban conversion into ordinary shares would require the CET1 well beyond the Company's current position and minimum.	instruments and tion to non-pai ks and are int ratio to fall to	ed a trigger e ticipating sh ended to ap a level whic	event were to nareholders.Th oly in extreme th would deno	occur, causing ne main reasons n circumstances	them to convert for support only; and* The					
21	Authorise Issue of Equity without Pre-emptive Rights	For	No	No	No						
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.										
	Blended Rationale: A vote FOR these resolutions is warrarecommended limits.	anted because	the propos	ed amounts a	nd durations ar	e within					
22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	the propos	ed amounts a	nd durations ar	e within					
23	Authorise Issue of Equity without Pre-Emptive Rights in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Regulatory Capital Convertit convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals at and* The conversion into ordinary shares would require weakness well beyond the Company's current position a	ole Instrument ant dilution to t UK banks and the CET1 ratio	s and a trigg non-particip d are intend o to fall to a	ger event were pating shareho ed to apply in level which w	e to occur, caus olders.The main extreme circun	ing them to reasons for nstances only;					
	Blended Rationale: A vote FOR these resolutions is warn Company were to issue Regulatory Capital Convertible In into ordinary shares, this would result in significant dilut are:* Such authorities are common proposals at UK ban conversion into ordinary shares would require the CET1 well beyond the Company's current position and minimum										



Location(s): All Locations
Institution Account(s): NT RSG01

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
24	Authorise Market Purchase of Or	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise Market Purchase of Preference Shares		Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call G Meeting with Two Weeks' Notice	Mgmt	Yes	For	For		For	For	No	No	No	
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		rpestana	05/07/2019	rpestana	05/07/2019		3,000,000		3,000,000
								Total Shares		3,000,000		3,000,000

#### **Meeting Results**

Outstanding Shares Voted: 71,123,428,837 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.3%	47,785,733,941	99.7%	148,348,350	0.3%	184,438,206	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	48,024,736,675	99.9%	68,300,637	0.1%	25,202,188	N/A	Poll	F+A
3	Υ	Pass	No	For	2.1%	47,101,013,054	97.9%	985,874,302	2.1%	31,602,874	N/A	Poll	F+A
4	Y	Pass	No	For	0.2%	47,989,682,805	99.8%	96,697,154	0.2%	32,025,658	N/A	Poll	F+A
5	Υ	Pass	No	For	0.4%	47,913,414,373	99.6%	180,278,070	0.4%	24,699,074	N/A	Poll	F+A
6	Υ	Pass	No	For	0.8%	47,684,830,042	99.2%	408,015,680	0.8%	25,428,315	N/A	Poll	F+A
7	Y	Pass	No	For	0.8%	47,722,800,912	99.2%	369,905,366	0.8%	25,633,847	N/A	Poll	F+A
8	Υ	Pass	No	For	0.7%	47,510,325,705	99.3%	351,758,420	0.7%	256,201,056	N/A	Poll	F+A
9	Y	Pass	No	For	0.3%	47,963,966,754	99.7%	132,339,055	0.3%	22,330,021	N/A	Poll	F+A
10	Υ	Pass	No	For	0.2%	47,982,423,799	99.8%	112,375,613	0.2%	23,560,196	N/A	Poll	F+A
11	Υ	Pass	No	For	0.9%	47,654,113,281	99.1%	438,628,409	0.9%	25,493,322	N/A	Poll	F+A
12	Y	Pass	No	For	1.3%	47,379,947,299	98.7%	604,386,297	1.3%	133,960,671	N/A	Poll	F+A
13	Y	Pass	No	For	0.6%	47,804,630,953	99.4%	288,111,342	0.6%	25,416,211	N/A	Poll	F+A
14	Y	Pass	No	For	8.0%	43,322,040,325	92.0%	3,790,209,325	8.0%	1,005,742,886	N/A	Poll	F+A
15	Y	Pass	No	For	0.0%	48,097,859,582	100.0%	12,499,432	0.0%	8,512,008	N/A	Poll	F+A
16	Y	Pass	No	For	3.3%	46,528,667,731	96.7%	1,565,806,040	3.3%	23,916,920	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

Item Voting Dissident Dissent For % Against % Abstain % Result Summary Mgmt Base Proposal Proposal Level For Against Abstain Type Υ 0.9% 47,678,044,910 0.9% 23,706,607 17 Pass No For 99.1% 416,376,288 N/A Poll F+A 18 Pass No For 2.3% 46,864,238,390 97.7% 1,107,633,594 2.3% 146,524,935 N/A Poll F+A 6.2% 45,121,399,306 93.8% 2,975,136,829 21,713,986 19 Pass For 6.2% N/A Poll F+A No 20 Pass No For 2.3% 46,935,561,284 97.7% 1,123,708,172 2.3% 58,854,097 N/A Poll F+A 1.6% 1.6% 47,313,321,561 98.4% 769,976,251 34,688,516 Poll 21 Pass No For N/A F+A For 5.1% 45,508,011,152 94.9% 2,455,006,275 154,964,887 Poll 22 Pass No 5.1% N/A F+A 23 No 3.2% 46,553,830,344 96.8% 1,528,709,445 3.2% 35,417,743 N/A Poll Υ 1.3% 47,474,944,933 98.7% 601,205,669 42,246,360 24 Pass No For 1.3% N/A Poll F+A 25 No 0.2% 47,997,916,108 99.8% 106,103,249 0.2% 14,147,129 N/A Poll F+A Pass For 26 Pass For 5.0% 45,710,835,874 95.0% 2,386,234,795 5.0% 20,925,242 N/A Poll F+A No

#### **Swire Pacific Limited**

Meeting Date: 05/16/2019 Country: Hong Kong Primary Security ID: Y83310105 Meeting ID: 1321952

Record Date: 05/10/2019 Meeting Type: Annual Ticker: 19

 Primary CUSIP: Y83310105
 Primary ISIN: HK0019000162
 Primary SEDOL: 6867748
 Proxy Level: N/A

Earliest Cutoff Date: 05/08/2019 Shares Voted: 170,000 Votable Shares: 170,000 \*Shares on Loan: 0 Shares Instructed: 170,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Vote Votable Additional Voting Vote **Against** Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS 1a Elect R W M Lee as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR all nominees is warranted. Blended Rationale: A vote FOR all nominees is warranted. 1b Elect G R H Orr as Director Yes For For For For Mgmt No No No Voting Policy Rationale: A vote FOR all nominees is warranted. Blended Rationale: A vote FOR all nominees is warranted. Elect M Cubbon as Director For For For No No No 1c Mgmt Yes For Voting Policy Rationale: A vote FOR all nominees is warranted. Blended Rationale: A vote FOR all nominees is warranted. 2 Approve PricewaterhouseCoopers as Auditors For Mgmt Yes For For For No No No and Authorize Board to Fix Their Remuneration 3 Authorize Repurchase of Issued Share Capital Mgmt Yes For For For For Nο Nο Nο



Location(s): All Locations
Institution Account(s): NT RSG01

### **Swire Pacific Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST these resolutions is warranted for the following: \* The aggregate share issuance limit is greater than 10 percent. \* The company has not specified the discount limit.

Blended Rationale: A vote AGAINST these resolutions is warranted for the following:\* The aggregate share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01 Confirmed		rpestana 05	05/07/2019 r	rpestana	05/07/2019	170,000	170,000
						Total Shares:	170,000	170,000

## **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	0.1%	3,110,767,755	99.9%	4,504,466	0.1%	N/A	N/A	Poll	F+A
1b	Υ	Pass	No	For	0.1%	3,111,077,719	99.9%	4,463,580	0.1%	N/A	N/A	Poll	F+A
1c	Υ	Pass	No	For	1.3%	3,073,671,149	98.7%	41,896,650	1.3%	N/A	N/A	Poll	F+A
2	Y	Pass	No	For	0.2%	3,109,075,449	99.8%	6,482,631	0.2%	N/A	N/A	Poll	F+A
3	Y	Pass	No	For	0.1%	3,111,259,620	99.9%	4,216,000	0.1%	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	14.3%	2,671,151,122	85.7%	444,414,677	14.3%	N/A	N/A	Poll	F+A

### Ensco plc

znoco pie				
Meeting Date: 05/20/2019	Country: United Kingdom	Primary	Security ID: G3166L100	<b>Meeting ID:</b> 1316247
<b>Record Date:</b> 03/25/2019	Meeting Type: Annual	Ticker: E	SV	
Primary CUSIP: G3166L100	Primary ISIN: GB00BJVJZD68	Primary S	EDOL: BJVJZD6	Proxy Level: N/A
Earliest Cutoff Date: 05/17/2019	Shares Voted: 450,000	Votable Shares: 450,000	Shares Instructed: 450,000	
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec	Additional Voting ISS Rec Policy Rec Policy	

Re-elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders Mgmt



Location(s): All Locations Institution Account(s): NT RSG01

# **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director J. Roderick Clark	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nod directors is provided.					-	e				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
1b	Elect Director Mary E. Francis	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nod directors is provided.					-	e				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
1c	Elect Director C. Christopher Gaut	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nodirectors is provided.										
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
1d	Elect Director Keith O. Rattie	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nodirectors is provided.										
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
1e	Elect Director Paul E. Rowsey, III	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nodirectors is provided.					-	e				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
1f	Elect Director Carl G. Trowell	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the nodirectors is provided.					5	e				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				



Vote

Against

Policy

Vote

ISS

Against

Vote

Against

Mgmt

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

# **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction
	Conditional on the Company Not Having Completed the Rowan Transaction Before the Meeting, To Re-elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders	Mgmt	No					
2a	Elect Director Roxanne J. Decyk - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-	ę	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					_	7	
2b	Elect Director Jack E. Golden - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-	9	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n	
2c	Elect Director Gerald W. Haddock - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-	ę	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7	
2d	Elect Director Francis S. Kalman- withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non- directors is provided.					-	ę	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7	
2e	Elect Director Phil D. Wedemeyer - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-	ę	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7	
	Conditional on the Company Having Completed the Rowan Transaction Before the Meeting, To Elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders	Mgmt	No					



Location(s): All Locations Institution Account(s): NT RSG01

# **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3a	Elect Director Thomas Burke	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7				
3b	Elect Director William E. Albrecht	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.										
3c	Elect Director Suzanne P. Nimocks	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominees in Items 1a-1f and 3a-3e is warranted. Given that the merger with Rowan has completed, the board has withdrawn the nomination of directors in Items 2a-2e and no recommendations for these directors is provided.										
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.										
3d	Elect Director Thierry Pilenko	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
3e	Elect Director Charles L. Szews	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in Items 1a-1f and 3a-3e is warranted. Given that the merger with Rowan has completed, the board has withdrawn the nomination of directors in Items 2a-2e and no recommendations for these directors is provided.										
4	Ratify KPMG LLP as US Independent Auditor	Mgmt	Yes	For	For		For	For	No	No	No
5	Appoint KPMG LLP as UK Statutory Auditor	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorize Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
9	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No	
10	Authorize Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amoui	nts and duratio	ns are within						
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted becaus	e the propos	sed amounts a	nd durations a	re within						
11	Authorize Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted becaus	e the propos	sed amounts a	nd durations a	re within						
12	Authorize Issue of Equity without Pre-emptive Rights In Connection with an Acquisition or Specified Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amoui	nts and duratio	ns are within						
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	nd durations a	re within						

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	NT RSG01 1768944 Confirmed		arussell	05/17/2019 arussell		05/17/2019	450,000	450,000
						Total Shares:	450,000	450,000

#### **Meeting Results**

Outstanding Shares Voted: 437,388,656 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1a	Y	Pass	No	For	0.8%	292,115,605	99.2%	2,354,616	0.8%	856,855	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.7%	292,610,113	99.3%	2,096,380	0.7%	620,583	N/A	Proxy	F+A
1c	Υ	Pass	No	For	24.8%	221,348,350	75.2%	73,083,936	24.8%	894,790	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.8%	292,044,563	99.2%	2,387,651	0.8%	894,862	N/A	Proxy	F+A
1e	Y	Pass	No	For	1.7%	289,281,723	98.3%	5,141,352	1.7%	904,001	N/A	Proxy	F+A
1f	Y	Pass	No	For	1.0%	291,750,700	99.0%	2,928,221	1.0%	648,155	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

	•	•											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
2a	N												
2b	N												
2c	N												
2d	N												
2e	N												
	N												
3a	Υ	Pass	No	For	0.6%	292,726,628	99.4%	1,874,197	0.6%	726,251	N/A	Proxy	F+A
3b	Υ	Pass	No	For	0.7%	292,657,876	99.3%	1,943,651	0.7%	725,549	N/A	Proxy	F+A
3c	Υ	Pass	No	For	0.6%	292,930,046	99.4%	1,717,710	0.6%	679,320	N/A	Proxy	F+A
3d	Υ	Pass	No	For	1.2%	291,144,366	98.8%	3,477,931	1.2%	704,779	N/A	Proxy	F+A
3e	Υ	Pass	No	For	0.6%	292,962,487	99.4%	1,656,123	0.6%	708,466	N/A	Proxy	F+A
4	Υ	Pass	No	For	1.8%	354,030,603	98.2%	6,522,690	1.8%	1,150,465	N/A	Proxy	F+A
5	Υ	Pass	No	For	1.7%	354,446,031	98.3%	6,084,456	1.7%	1,173,271	N/A	Proxy	F+A
6	Υ	Pass	No	For	1.9%	353,777,934	98.1%	6,774,441	1.9%	1,151,383	N/A	Proxy	F+A
7	Υ	Pass	No	For	1.8%	288,306,461	98.2%	5,146,156	1.8%	1,874,459	N/A	Proxy	F+A
8	Υ	Pass	No	For	2.5%	286,237,989	97.5%	7,254,982	2.5%	1,834,105	N/A	Proxy	F+A
9	Υ	Pass	No	For	1.0%	355,148,187	99.0%	3,543,152	1.0%	3,012,419	N/A	Proxy	F+A
10	Υ	Pass	No	For	20.9%	283,355,840	79.1%	74,953,925	20.9%	3,393,993	N/A	Proxy	F+A
11	Υ	Pass	No	For	10.8%	319,661,270	89.2%	38,810,324	10.8%	3,232,164	N/A	Proxy	F+A
12	Υ	Pass	No	For	7.8%	330,194,756	92.2%	27,927,358	7.8%	3,581,644	N/A	Proxy	F+A

# **Ocado Group Plc**

Meeting Date: 05/20/2019 Record Date: 05/16/2019	Country: United Kingdom Meeting Type: Special	Primary Security ID: G6718L106 Ticker: OCDO	<b>Meeting ID:</b> 1330875
Primary CUSIP: G6718L106	Primary ISIN: GB00B3MBS747	Primary SEDOL: B3MBS74	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): NT RSG01

# **Ocado Group Plc**

Earliest Cu	toff Date: 05/14/2019	Shares Voted: 430,000 Voting Policy: ISS		Votable Si	nares: 430,000		*Shares on L		Share	s Instructe	ed: 430,000	
Proposal Number	Proposal Text			Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve the M&S Arrangements		Mgmt	Yes	For	For		For	For	No	No	No
	etails nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		430,000		430,000
								Total Shares:		430,000		430,000

### **Meeting Results**

Outstanding Shares Voted: 699,608,797

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	530,850,221	100.0%	5,585	0.0%	124,995	N/A	Poll	F+A

### DowDuPont Inc.

_	<b>Date:</b> 05/23/2019 <b>Date:</b> 05/01/2019	Country: USA Meeting Type: Spec	cial	Primary Security ID: 260783100 Ticker: DWDP					Meeting ID: 1333857			
Primary C	<b>USIP:</b> 26078J100	Primary ISIN: US2607	8J1007		Primary	SEDOL: BYP66N	14		Proxy	y Level: 2		
Earliest Co Total Ballo	utoff Date: 05/22/2019	Shares Voted: 93,000 Voting Policy: ISS		Votable Si	nares: 93,000		*Shares on Lo		Share	es Instructe	<b>ed:</b> 93,000	
Proposal Humber Proposal Text			Proponent F		Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Reverse Stock Split		Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
NT RSG01	, NT RSG01	1768944	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		93,000		93,000
								Total Shares:		93,000		93,000

**Meeting Results** 

Outstanding Shares Voted: 2,246,370,461 Results Available: Full



Location(s): All Locations Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.7%	1,914,395,130	97.3%	45,345,420	2.3%	7,226,350	0.4%	Proxy	F+A+AB
2	Υ	Pass	No	For	10.4%	1,754,948,995	89.6%	202,990,195	10.4%	9,027,710	N/A	Proxy	F+A

# **Synchrony Financial**

Meeting Date: 05/23/2019 Country: USA Primary Security ID: 87165B103 Meeting ID: 1320068 **Record Date:** 03/28/2019 Meeting Type: Annual Ticker: SYF Primary CUSIP: 87165B103 Primary ISIN: US87165B1035 Primary SEDOL: BP96PS6 Proxy Level: 3

Shares Voted: 100,000 Earliest Cutoff Date: 05/22/2019 \*Shares on Loan: 0Shares Instructed: 100,000 Votable Shares: 100,000

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Margaret M. Keane	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1b	Elect Director Paget L. Alves	Mgmt	Yes	For	For		For	For	No	No	No
	oting Policy Rationale: A vote FOR the director nominees is warranted.										
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1c	Elect Director Arthur W. Coviello, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1d	Elect Director William W. Graylin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1e	Elect Director Roy A. Guthrie	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1f	Elect Director Richard C. Hartnack	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1g	Elect Director Jeffrey G. Naylor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations Institution Account(s): NT RSG01

# **Synchrony Financial**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1h	Elect Director Laurel J. Richie		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees	is warranted.									
1i	Elect Director Olympia J. Sno	we	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees	is warranted.									
1j	Elect Director Ellen M. Zane		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees	is warranted.									
2	Advisory Vote to Ratify Name Officers' Compensation	ed Executive	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify KPMG LLP as Auditors		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	Institutional Account Detail Custodian (IA Name, IA Number) Account Number		Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares	:	Shares Voted
NT RSG01	, NT RSG01	1768944	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		100,000		100,000
								Total Shares	<u></u>	100,000		100,000

### **Meeting Results**

Outstanding Shares Voted: 691,654,495 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	0.0%	574,995,290	100.0%	240,585	0.0%	512,521	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.3%	567,984,071	98.7%	7,228,181	1.3%	536,144	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.0%	574,982,581	100.0%	234,969	0.0%	530,846	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.0%	574,265,260	100.0%	219,392	0.0%	1,263,744	N/A	Proxy	F+A
1e	Υ	Pass	No	For	0.0%	574,976,956	100.0%	234,683	0.0%	536,757	N/A	Proxy	F+A
1f	Υ	Pass	No	For	3.8%	553,126,032	96.2%	22,090,392	3.8%	531,972	N/A	Proxy	F+A
1g	Υ	Pass	No	For	1.7%	565,433,435	98.3%	9,783,006	1.7%	531,955	N/A	Proxy	F+A
1h	Υ	Pass	No	For	1.4%	567,392,938	98.6%	7,834,915	1.4%	520,543	N/A	Proxy	F+A
1i	Υ	Pass	No	For	1.4%	566,621,557	98.6%	7,871,315	1.4%	1,255,524	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1j	Y	Pass	No	For	1.3%	567,479,945	98.7%	7,736,721	1.3%	531,730	N/A	Proxy	F+A
2	Υ	Pass	No	For	9.8%	502,392,922	90.2%	54,540,276	9.8%	18,815,198	N/A	Proxy	F+A
3	Υ	Pass	No	For	0.1%	606,427,530	99.9%	890,070	0.1%	1,319,754	N/A	Proxy	F+A

## **National Oilwell Varco, Inc.**

Meeting Date: 05/28/2019 Country: USA Primary Security ID: 637071101 Meeting ID: 1324499 **Record Date:** 03/29/2019 Ticker: NOV Meeting Type: Annual Primary CUSIP: 637071101 Primary ISIN: US6370711011 Primary SEDOL: 2624486 Proxy Level: 3 Earliest Cutoff Date: 05/24/2019 Shares Voted: 148,000 Shares Instructed: 148,000 Votable Shares: 148,000 \*Shares on Loan: 0

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1A	Elect Director Clay C. Williams	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James an outside company. * A vote FOR the remaining			three public b	oards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hack outside company. * A vote FOR the remaining di	-		ee public board.	s while serving	g as a CEO of an	7				
1B	Elect Director Greg L. Armstrong	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James an outside company.* A vote FOR the remaining	-		three public b	oards while se	erving as a CEO	of				
10	Blended Rationale: * Vote AGAINST James Hack outside company. * A vote FOR the remaining di	-		ee public board.	s while serving	g as a CEO of an	1				
1C	Elect Director Marcela E. Donadio	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James an outside company. * A vote FOR the remaining	-		three public b	oards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hack outside company. * A vote FOR the remaining di	-		ee public board.	s while serving	g as a CEO of an	7				
1D	Elect Director Ben A. Guill	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James an outside company.* A vote FOR the remaining	-		three public b	oards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hack outside company.* A vote FOR the remaining di	-		ee public board.	s while serving	g as a CEO of an	1				

an outside company.\* A vote FOR the remaining director nominees is warranted.

Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted.



Location(s): All Locations Institution Account(s): NT RSG01

# **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote t Against ISS
1F	Elect Director David D. Harrison		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AC an outside company.* A vote FOR				,	oards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGAINS outside company. * A vote FOR the		-		ee public board	s while serving	as a CEO of a	7				
1G	Elect Director Eric L. Mattson		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AC an outside company.* A vote FOR		-		,	ooards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGAINS outside company.* A vote FOR the		-		ee public board	s while serving	as a CEO of a	7				
1H	Elect Director Melody B. Meyer		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AC an outside company.* A vote FOR		-		•	oards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGAINS outside company. * A vote FOR the				ee public board	s while serving	as a CEO of a	7				
1I	Elect Director William R. Thomas		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AC an outside company.* A vote FOR		_		•	ooards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGAINS outside company. * A vote FOR the		-		ee public board	s while serving	as a CEO of a	7				
2	Ratify Ernst & Young LLP as Aud	itors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named E Officers' Compensation	xecutive	Mgmt	Yes	For	For		For	For	No	No	No
4	Amend Omnibus Stock Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares		Shares Voted
NT RSG01,	, NT RSG01	1768944	Confirmed		arussell	05/22/2019	arussell	05/22/2019		148,000		148,000
								Total Shares	:	148,000		148,000

### **Meeting Results**

Outstanding Shares Voted: 385,932,068

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1A	Υ	Pass	No	For	3.6%	307,905,691	96.4%	11,502,986	3.6%	137,335	N/A	Proxy	F+A
1B	Υ	Pass	No	For	4.8%	304,146,566	95.2%	15,264,020	4.8%	135,426	N/A	Proxy	F+A
1C	Υ	Pass	No	For	0.6%	317,475,120	99.4%	1,938,168	0.6%	132,724	N/A	Proxy	F+A



Location(s): All Locations Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1D	Y	Pass	No	For	6.1%	299,881,341	93.9%	19,524,320	6.1%	140,351	N/A	Proxy	F+A
1E	Υ	Pass	No	For	26.6%	234,265,162	73.4%	85,101,535	26.6%	179,315	N/A	Proxy	F+A
1F	Υ	Pass	No	For	5.6%	301,514,702	94.4%	17,889,485	5.6%	141,825	N/A	Proxy	F+A
1G	Υ	Pass	No	For	5.8%	300,814,524	94.2%	18,589,950	5.8%	141,538	N/A	Proxy	F+A
1H	Υ	Pass	No	For	0.6%	317,539,964	99.4%	1,872,439	0.6%	133,609	N/A	Proxy	F+A
1I	Y	Pass	No	For	0.4%	318,253,049	99.6%	1,154,220	0.4%	138,743	N/A	Proxy	F+A
2	Y	Pass	No	For	3.0%	331,561,147	97.0%	8,948,012	2.6%	1,346,988	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	8.0%	293,950,715	92.0%	25,219,673	7.9%	375,624	0.1%	Proxy	F+A+AB
4	Υ	Pass	No	For	6.6%	298,430,739	93.4%	20,725,805	6.5%	389,468	0.1%	Proxy	F+A+AB

# **Exxon Mobil Corporation**

_		Country: USA Meeting Type: Ann	ual		Primar Ticker:	y Security ID XOM	: 30231G102		Mee	ting ID: 1	322900	
Primary C	CUSIP: 30231G102	Primary ISIN: US3023	31G1022		Primary	<b>SEDOL:</b> 232661	8		Prox	y Level: 3		
Earliest C	ots: 1	Shares Voted: 90,000 Voting Policy: ISS		Votable Si	nares: 90,000		*Shares on Lo		Share	es Instructe	e <b>d:</b> 90,000	
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Susan K. Avery		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AC outside company. Votes FOR the		-	ore than thr	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINS outside company. Votes FOR the		_	han three pu	ıblic boards wi	hile serving as	CEO of an					
1.2	Elect Director Angela F. Braly		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AC outside company. Votes FOR the			ore than thr	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINS outside company. Votes FOR the		_	han three pu	ıblic boards wi	hile serving as	CEO of an					
1.3	Elect Director Ursula M. Burns		Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: Vote AC outside company. Votes FOR the		-	ore than thr	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINS	ST Ursula Burns for serv	ring on more tr	han three pu	ıblic boards wi	hile serving as	CEO of an					

outside company. Votes FOR the remaining directors are warranted.



Location(s): All Locations
Institution Account(s): NT RSG01

# **Exxon Mobil Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Director Kenneth C. Frazier	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	nile serving as (	CEO of an					
1.5	Elect Director Steven A. Kandarian	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	_	han three pu	ıblic boards wl	nile serving as C	CEO of an					
1.6	Elect Director Douglas R. Oberhelman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	nile serving as C	CEO of an					
1.7	Elect Director Samuel J. Palmisano	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are	_	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	nile serving as (	CEO of an					
1.8	Elect Director Steven S Reinemund	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	nile serving as (	CEO of an					
1.9	Elect Director William C. Weldon	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are		ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	nile serving as (	CEO of an					
1.10	Elect Director Darren W. Woods	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote AGAINST Ursula Burns for soutside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for serving outside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wl	nile serving as C	CEO of an					
2	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

Institutional Account Detail (IA Name, IA Number)

NT RSG01, NT RSG01

## **Exxon Mobil Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Require Independent Board Chairman	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this non-binding of change in the board leadership structure, as it request transition. The role of the Presiding Director is not consuggesting that the company could benefit from a po	sts the policy req nsidered a suffic	quiring an ind cient counter	dependent char balance to the	air be phased in combined rol	in for the next Cl les of CEO/chair,	E0				
	Blended Rationale: A vote FOR this non-binding properties the board leadership structure, as it requests the politic transition. The role of the Presiding Director is not consuggesting that the company could benefit from a politic transition.	icy requiring an i nsidered a suffic	independent cient counter	chair be phas balance to the	ed in for the ne combined rol	next CEO les of CEO/chair,	in				
5	Amend Bylaws - Call Special Meetings	SH	Yes	Against	For		For	Against	No	Yes	Yes
6	Disclose a Board Diversity and Qualifications Matrix	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this resolution is transparency and would provide shareholders with a director nominees; and* A growing number of large comatrix.	better tool to as	sess the qua	lity of Exxon's	board and to	evaluate its	s				
	Blended Rationale: A vote FOR this resolution is warra transparency and would provide shareholders with a director nominees; and* A growing number of large of matrix.	better tool to as	sess the qua	lity of Exxon's	board and to	evaluate its	S				
7	Establish Environmental/Social Issue Board Committee	SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
8	Report on Risks of Petrochemical Operations in Flood Prone Areas	SH	Yes	Against	Against		Against	Against	No	No	No
9	Report on Political Contributions	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this resolution is memberships in trade associations and other political comprehensive political contribution activities and the	organizations w	ould help sh	areholders ass	sess the comp	any's					
	Blended Rationale: A vote FOR this resolution is warra memberships in trade associations and other political comprehensive political contribution activities and the	organizations w	ould help sh	areholders ass	sess the comp	any's					
10	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is we expenditures, trade association payments, and board risks and benefits associated with the company's part	l-level oversight	mechanisms	would help st							
	Blended Rationale: A vote FOR this proposal is warran expenditures, trade association payments, and board- risks and benefits associated with the company's part	l-level oversight	mechanisms	would help sh							
Ballot D	etails										

**Ballot Status** 

Confirmed

Custodian

1768944

Account Number

Instructor

Name

dnicoll

Date

Instructed

05/24/2019

Approver Name

dnicoll

Date

Approved

05/24/2019

**Total Shares:** 

Votable Shares

90,000

Shares Voted

90,000

90,000



Location(s): All Locations
Institution Account(s): NT RSG01

## **Exxon Mobil Corporation**

#### **Meeting Results**

Outstanding Shares Voted: 4,233,104,962

Results Available: Full

Voting Proposal  Y  Y  Y  Y	Pass Pass	Dissident Proposal No	Mgmt Rec For	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
Y Y	Pass		For	1.9%	2 711 070 057							
Υ		No			2,711,878,957	98.1%	53,840,712	1.9%	17,023,610	N/A	Proxy	F+A
			For	4.0%	2,655,803,993	96.0%	109,637,466	4.0%	17,306,054	N/A	Proxy	F+A
Y	Pass	No	For	27.4%	2,010,911,722	72.6%	758,378,154	27.4%	13,454,119	N/A	Proxy	F+A
	Pass	No	For	4.2%	2,641,398,097	95.8%	116,640,815	4.2%	24,698,018	N/A	Proxy	F+A
Υ	Pass	No	For	2.0%	2,708,112,428	98.0%	56,333,337	2.0%	18,302,374	N/A	Proxy	F+A
Υ	Pass	No	For	1.7%	2,717,801,828	98.3%	46,702,913	1.7%	18,248,219	N/A	Proxy	F+A
Υ	Pass	No	For	3.8%	2,658,722,620	96.2%	106,300,596	3.8%	17,692,157	N/A	Proxy	F+A
Υ	Pass	No	For	13.6%	2,389,358,756	86.4%	374,882,458	13.6%	18,501,425	N/A	Proxy	F+A
Υ	Pass	No	For	1.8%	2,714,287,029	98.2%	50,376,703	1.8%	18,081,587	N/A	Proxy	F+A
Υ	Pass	No	For	6.5%	2,581,334,743	93.5%	179,190,101	6.5%	22,227,558	N/A	Proxy	F+A
Υ	Pass	No	For	3.2%	3,539,244,836	96.8%	115,612,054	3.2%	13,638,465	N/A	Proxy	F+A
Υ	Pass	No	For	8.4%	2,521,182,295	91.6%	230,226,914	8.4%	31,292,977	N/A	Proxy	F+A
Υ	Fail	No	Against	40.7%	1,124,470,926	40.7%	1,635,150,846	59.3%	23,102,008	N/A	Proxy	F+A
Υ	Fail	No	Against	42.4%	1,168,396,459	42.4%	1,587,747,530	57.6%	26,603,685	N/A	Proxy	F+A
Υ	Fail	No	Against	29.8%	817,492,259	29.8%	1,923,667,360	70.2%	41,562,550	N/A	Proxy	F+A
Υ	Fail	No	Against	7.4%	201,132,789	7.4%	2,521,714,790	92.6%	59,889,615	N/A	Proxy	F+A
Υ	Fail	No	Against	25.0%	649,151,469	25.0%	1,948,387,616	75.0%	185,198,823	N/A	Proxy	F+A
Υ	Fail	No	Against	26.1%	718,657,227	26.1%	2,034,132,010	73.9%	29,935,531	N/A	Proxy	F+A
	Y Y Y Y Y Y Y Y Y Y Y Y Y	Y Pass Y Pail Y Fail Y Fail Y Fail	Y         Pass         No           Y         Fail         No	Y Pass No For Y Fail No Against	Y         Pass         No         For         3.8%           Y         Pass         No         For         13.6%           Y         Pass         No         For         1.8%           Y         Pass         No         For         6.5%           Y         Pass         No         For         3.2%           Y         Pass         No         For         8.4%           Y         Fail         No         Against         40.7%           Y         Fail         No         Against         29.8%           Y         Fail         No         Against         7.4%           Y         Fail         No         Against         25.0%	Y         Pass         No         For         3.8%         2,658,722,620           Y         Pass         No         For         13.6%         2,389,358,756           Y         Pass         No         For         1.8%         2,714,287,029           Y         Pass         No         For         6.5%         2,581,334,743           Y         Pass         No         For         3.2%         3,539,244,836           Y         Pass         No         For         8.4%         2,521,182,295           Y         Fail         No         Against         40.7%         1,124,470,926           Y         Fail         No         Against         42.4%         1,168,396,459           Y         Fail         No         Against         29.8%         817,492,259           Y         Fail         No         Against         7.4%         201,132,789           Y         Fail         No         Against         25.0%         649,151,469	Y         Pass         No         For         3.8%         2,658,722,620         96.2%           Y         Pass         No         For         13.6%         2,389,358,756         86.4%           Y         Pass         No         For         1.8%         2,714,287,029         98.2%           Y         Pass         No         For         6.5%         2,581,334,743         93.5%           Y         Pass         No         For         3.2%         3,539,244,836         96.8%           Y         Pass         No         For         8.4%         2,521,182,295         91.6%           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%           Y         Fail         No         Against         29.8%         817,492,259         29.8%           Y         Fail         No         Against         7.4%         201,132,789         7.4%           Y         Fail         No         Against         25.0%         649,151,469         25.0%	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%         1,587,747,530           Y         Fail         No         Against         29.8%         817,492,259         29.8%         1,923,667,360           Y         Fail         No         Against         7.4%         201,132,789         7.4%	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%         1,587,747,530         57.6%           Y         Fail         No         Against         7.4%         201,132,789         7.4%         2,521,714,790	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%         17,692,157           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%         18,501,425           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%         18,081,587           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%         22,227,558           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%         13,638,465           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%         31,292,977           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%         23,102,008           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%         1,587,747,530         57.6%         26,60	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%         17,692,157         N/A           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%         18,501,425         N/A           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%         18,081,587         N/A           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%         22,227,558         N/A           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%         13,638,465         N/A           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%         31,292,977         N/A           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%         23,102,008         N/A           Y         Fail         No         Against	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%         17,692,157         N/A         Proxy           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%         18,501,425         N/A         Proxy           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%         18,081,587         N/A         Proxy           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%         22,227,558         N/A         Proxy           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%         13,638,465         N/A         Proxy           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%         31,292,977         N/A         Proxy           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%         23,10

# **General Motors Company**

Meeting Date: 06/04/2019	Country: USA	Primary Security ID: 37045V100	Meeting ID: 1326692
Record Date: 04/08/2019	Meeting Type: Annual	Ticker: GM	
<b>Primary CUSIP:</b> 37045V100	Primary ISIN: US37045V1008	Primary SEDOL: B665KZ5	Proxy Level: 3



Location(s): All Locations
Institution Account(s): NT RSG01

## **General Motors Company**

Earliest Cutoff Date: 06/03/2019 Shares Voted: 162,000 Votable Shares: 162,000 \*Shares on Loan: 0 Shares Instructed: 162,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Policy **Proposal Text** ISS Rec Number Proposal **Mgmt Rec Policy Rec Policy Rec** Instruction ISS Proponent Mgmt Yes For For No No 1a Elect Director Mary T. Barra Mgmt For For No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1b Elect Director Wesley G. Bush For Yes For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1c Elect Director Linda R. Gooden Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1d Elect Director Joseph Jimenez Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director Jane L. Mendillo 1e Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1f Elect Director Judith A. Miscik Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.

Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.

Voting Policy Rationale: A vote FOR the director nominees is warranted.

Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.

Elect Director Patricia F. Russo

Elect Director Thomas M. Schoewe

Elect Director Theodore M. Solso

1g

1h

1i

Mgmt

Yes

Yes

Yes

For

No

No

Nο

No

No

Nο

No

No

Nο



Location(s): All Locations
Institution Account(s): NT RSG01

# **General Motors Company**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1j	Elect Director Carol M. Stephenson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin										
	Blended Rationale: A vote FOR the director nominees										
1k	Elect Director Devin N. Wenig	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin										
	Blended Rationale: A vote FOR the director nominees										
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Require Independent Board Chairman	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is warranted, as a policy of separating the board chair and CEO positions, beginning with the next CEO transition, would help to ensure robust oversight of management as the company faces unprecedented challenges to its business model and its leading position in the global auto industry.										
	Blended Rationale: A vote FOR this proposal is warranted, as a policy of separating the board chair and CEO positions, beginning with the next CEO transition, would help to ensure robust oversight of management as the company faces unprecedented challenges to its business model and its leading position in the global auto industry.										
5	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is we expenditures, trade association memberships, and ma assess the risks and benefits associated with the comp										
	Blended Rationale: A vote FOR this proposal is warrant expenditures, trade association memberships, and ma assess the risks and benefits associated with the comp										

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	1768944 Confirmed		arussell	05/29/2019	/2019 arussell 05/29		162,000	162,000
						Total Shares:	162,000	162,000

#### **Meeting Results**

Outstanding Shares Voted: 1,420,831,726

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	1.9%	1,095,141,532	98.1%	21,312,091	1.9%	4,158,293	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.4%	1,103,529,792	98.6%	15,855,840	1.4%	1,226,284	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.2%	1,116,955,587	99.8%	2,577,863	0.2%	1,078,466	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

		-											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1d	Y	Pass	No	For	0.4%	1,115,064,272	99.6%	4,346,037	0.4%	1,201,607	N/A	Proxy	F+A
1e	Υ	Pass	No	For	1.1%	1,107,006,176	98.9%	12,515,824	1.1%	1,089,916	N/A	Proxy	F+A
1f	Y	Pass	No	For	0.2%	1,116,720,430	99.8%	2,574,473	0.2%	1,317,013	N/A	Proxy	F+A
1g	Y	Pass	No	For	2.8%	1,079,577,443	97.2%	30,944,427	2.8%	10,090,046	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.2%	1,116,675,388	99.8%	2,697,719	0.2%	1,238,809	N/A	Proxy	F+A
1i	Y	Pass	No	For	1.1%	1,106,960,213	98.9%	12,514,709	1.1%	1,136,994	N/A	Proxy	F+A
1j	Υ	Pass	No	For	1.7%	1,100,834,969	98.3%	18,676,004	1.7%	1,100,943	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.3%	1,116,586,109	99.7%	2,801,478	0.3%	1,224,329	N/A	Proxy	F+A
2	Υ	Pass	No	For	2.6%	1,090,899,591	97.3%	27,543,713	2.5%	2,168,612	0.2%	Proxy	F+A+AB
3	Y	Pass	No	For	0.7%	1,264,343,798	99.3%	7,460,517	0.6%	1,604,292	0.1%	Proxy	F+A+AB
4	Υ	Fail	No	Against	37.2%	414,492,577	37.0%	703,378,125	62.8%	2,741,214	0.2%	Proxy	F+A+AB
5	Υ	Fail	No	Against	29.8%	328,695,074	29.3%	786,938,618	70.2%	4,978,224	0.4%	Proxy	F+A+AB

### **Tesco Plc**

Meeting Date: 06/13/2019 Record Date: 06/11/2019	Country: United Kingdom  Meeting Type: Annual	Primary Securi Ticker: TSCO	ty ID: G87621101	<b>Meeting ID:</b> 1321692
Primary CUSIP: G87621101	Primary ISIN: GB0008847096	Primary SEDOL:	0884709	Proxy Level: N/A
Earliest Cutoff Date: 06/07/2019	Shares Voted: 4,100,000	Votable Shares: 4,100,000	*Shares on Loan: 0	Shares Instructed: 4,100,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

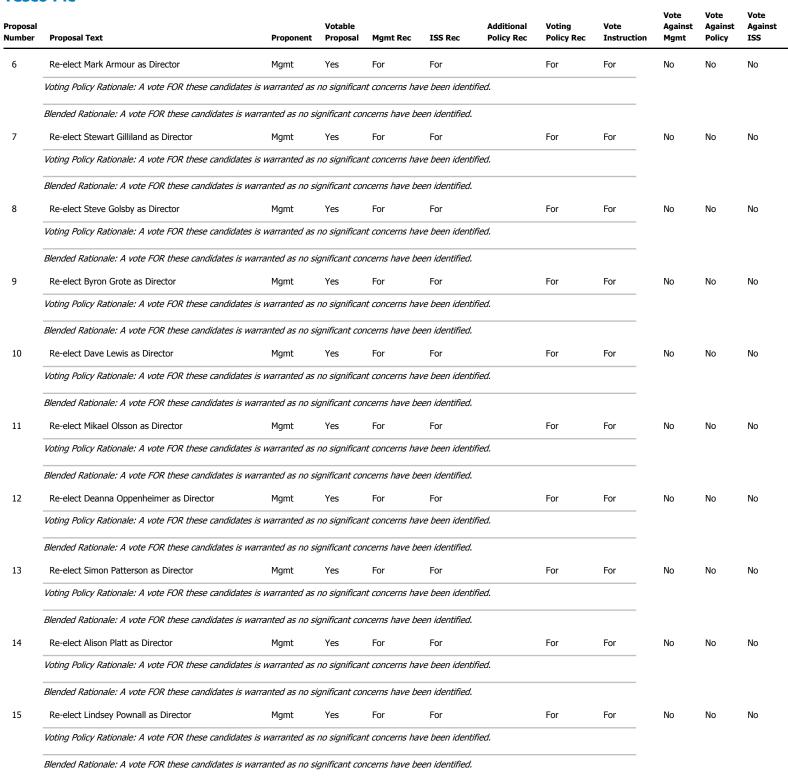
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Melissa Bethell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	re been identific	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
5	Re-elect John Allan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	t concerns hav	e been identific	ed.					

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): NT RSG01

### **Tesco Plc**





Location(s): All Locations Institution Account(s): NT RSG01

## **Tesco Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
16	Re-elect Alan Stewart as Direc	tor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR these candidates	is warranted as	no significai	nt concerns ha	ave been identif	īed.					
	Blended Rationale: A vote FOR	these candidates is wa	erranted as no si	ignificant co	ncerns have b	een identified.						
17	Reappoint Deloitte LLP as Aud	itors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Board to Fix Remune Auditors	eration of	Mgmt	Yes	For	For		For	For	No	No	No
19	Approve Deferred Bonus Plan		Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	e within					
21	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	nrranted because	e the propos	sed amounts a	nd durations ar	e within					
22	Authorise Issue of Equity with Rights in Connection with an A Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the pi	roposed amou	nts and duration	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	e within					
23	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
24	Approve Scrip Dividend		Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call Meeting with Two Weeks' Noti		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		arussell	06/06/2019	arussell	06/06/2019		4,100,000		4,100,000
								Total Shares	:	4,100,000		4,100,000



Location(s): All Locations Institution Account(s): NT RSG01

### **Meeting Results**

Outstanding Shares Voted: 9,793,496,561

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	7,157,608,276	100.0%	961,015	0.0%	29,963,930	N/A	Poll	F+A
2	Υ	Pass	No	For	2.8%	6,989,347,846	97.2%	197,645,037	2.8%	1,540,339	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	7,186,506,198	100.0%	1,589,681	0.0%	479,952	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	7,171,394,471	99.8%	15,552,972	0.2%	1,628,388	N/A	Poll	F+A
5	Υ	Pass	No	For	5.3%	6,809,057,773	94.7%	378,081,541	5.3%	1,436,274	N/A	Poll	F+A
6	Υ	Pass	No	For	0.3%	7,163,253,774	99.7%	23,835,228	0.3%	1,486,830	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	7,159,978,241	99.6%	27,181,856	0.4%	1,415,735	N/A	Poll	F+A
8	Υ	Pass	No	For	0.3%	7,168,352,469	99.7%	18,776,292	0.3%	1,447,071	N/A	Poll	F+A
9	Υ	Pass	No	For	3.0%	6,974,031,980	97.0%	213,135,220	3.0%	1,408,177	N/A	Poll	F+A
10	Υ	Pass	No	For	0.1%	7,182,876,319	99.9%	4,455,417	0.1%	1,244,096	N/A	Poll	F+A
11	Υ	Pass	No	For	0.1%	7,181,326,187	99.9%	5,856,201	0.1%	1,394,569	N/A	Poll	F+A
12	Υ	Pass	No	For	0.2%	7,173,010,223	99.8%	14,100,138	0.2%	1,466,596	N/A	Poll	F+A
13	Υ	Pass	No	For	0.3%	7,168,516,811	99.7%	18,644,603	0.3%	1,415,543	N/A	Poll	F+A
14	Υ	Pass	No	For	0.9%	7,124,197,391	99.1%	62,925,844	0.9%	1,453,721	N/A	Poll	F+A
15	Υ	Pass	No	For	0.1%	7,182,847,966	99.9%	4,333,387	0.1%	1,395,526	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	7,163,847,042	99.7%	23,282,913	0.3%	1,447,002	N/A	Poll	F+A
17	Υ	Pass	No	For	2.7%	6,991,977,661	97.3%	195,304,076	2.7%	1,295,218	N/A	Poll	F+A
18	Υ	Pass	No	For	1.6%	7,073,216,455	98.4%	114,277,645	1.6%	1,082,855	N/A	Poll	F+A
19	Υ	Pass	No	For	0.7%	7,133,951,327	99.3%	52,028,755	0.7%	2,596,874	N/A	Poll	F+A
20	Υ	Pass	No	For	6.6%	6,711,169,987	93.4%	475,950,267	6.6%	1,456,702	N/A	Poll	F+A
21	Υ	Pass	No	For	1.5%	7,075,568,250	98.5%	111,038,406	1.5%	1,970,221	N/A	Poll	F+A
22	Υ	Pass	No	For	5.2%	6,812,558,154	94.8%	374,059,988	5.2%	1,958,735	N/A	Poll	F+A
23	Υ	Pass	No	For	1.5%	7,078,331,517	98.5%	107,181,500	1.5%	3,063,938	N/A	Poll	F+A
24	Υ	Pass	No	For	1.8%	7,059,180,746	98.2%	128,242,876	1.8%	1,153,334	N/A	Poll	F+A
25	Υ	Pass	No	For	4.7%	6,816,326,533	95.3%	339,350,420	4.7%	32,900,003	N/A	Poll	F+A
26	Υ	Pass	No	For	5.7%	6,748,345,067	94.3%	408,090,959	5.7%	32,140,930	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): NT RSG01

## **Sony Corp.**

Meeting Date: 06/18/2019

Country: Japan

Primary Security ID: J76379106

**Meeting ID:** 1339785

**Record Date:** 03/31/2019

Meeting Type: Annual

Ticker: 6758

Proxy Level: N/A

Primary CUSIP: J76379106

Primary ISIN: JP3435000009

Primary SEDOL: 6821506

Earliest Cutoff Date: 06/16/2019

Shares Voted: 106,000

Votable Shares: 106,000

\*Shares on Loan: 0 Shares Instructed: 106,000

Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Yoshida, Kenichiro	)	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Totoki, Hiroki		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Sumi, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Tim Schaaff		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Matsunaga, Kazuo	•	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Miyata, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director John V. Roos		Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Minakawa, Kunihit	0	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Oka, Toshiko		Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Wendy Becker		Mgmt	Yes	For	For		For	For	No	No	No
1.13	Elect Director Hatanaka, Yoshihi	ko	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares	:	Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		arussell	06/07/2019	arussell	06/07/2019		106,000		106,000
								Total Shares	s:	106,000		106,000

### **Meeting Results**

Outstanding Shares Voted: 12,487,756

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	9,259,059	97.0%	212,327	N/A	3,141	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	9,429,469	99.0%	43,516	N/A	1,547	N/A	Poll	F+A+AB



Shares Instructed: 42,000

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.3	Υ	Pass	No	For	N/A	9,433,420	99.0%	39,569	N/A	1,541	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	9,436,113	99.0%	36,884	N/A	1,535	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	9,432,894	99.0%	40,083	N/A	1,553	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	9,301,595	97.0%	171,388	N/A	1,546	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	9,437,399	99.0%	35,584	N/A	1,548	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	9,437,647	99.0%	35,370	N/A	1,514	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	9,442,616	99.0%	30,358	N/A	1,558	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	9,414,485	99.0%	58,579	N/A	1,464	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	9,442,732	99.0%	30,318	N/A	1,482	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	9,444,845	99.0%	28,273	N/A	1,414	N/A	Poll	F+A+AB
1.13	Y	Pass	No	For	N/A	9,443,419	99.0%	29,553	N/A	1,559	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	8,150,369	85.0%	1,313,943	N/A	11,623	N/A	Poll	F+A+AB

### **Whitbread Plc**

Earliest Cutoff Date: 06/13/2019

Meeting Date: 06/19/2019 Country: United Kingdom Primary Security ID: G9606P197 Meeting ID: 1295632 Ticker: WTB **Record Date:** 06/17/2019 Meeting Type: Annual Primary CUSIP: G9606P197

\*Shares on Loan: 0

Primary ISIN: GB00B1KJJ408 Primary SEDOL: B1KJJ40 Proxy Level: N/A

Votable Shares: 42,000

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Frank Fiskers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as n	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warra.	nted as no sigi	nificant conc	erns have bee	n identified.						
5	Re-elect David Atkins as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as n	o significant	concerns have	e been identifie	d.					

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.

Shares Voted: 42,000



Location(s): All Locations Institution Account(s): NT RSG01

## **Whitbread Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Alison Brittain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
7	Re-elect Nicholas Cadbury as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
8	Re-elect Adam Crozier as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
9	Re-elect Richard Gillingwater as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
10	Re-elect Chris Kennedy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	rarranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
11	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
12	Re-elect Louise Smalley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
13	Re-elect Susan Martin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
14	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

## **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the recommended limits.	ese resolutions	is warranted bed	cause the p	proposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these recommended limits.	resolutions is wa	arranted because	e the propo	sed amounts a	nd durations ai	re within					
18	Authorise Issue of Equity without Pre Rights	e-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the recommended limits.	is warranted bed	cause the p	proposed amoui	nts and duratio	ns are within						
	Blended Rationale: A vote FOR these recommended limits.	resolutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
19	Authorise Issue of Equity without Pre Rights in Connection with an Acquisit Other Capital Investment		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the recommended limits.	ese resolutions	is warranted bed	cause the p	proposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these is recommended limits.	resolutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
20	Authorise Market Purchase of Ordina	ry Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call General Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
		stodian count Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
NT RSG01,	, NT RSG01 RSG	G01	Confirmed		arussell	06/10/2019	arussell	06/10/2019		42,000		42,000
								Total Share	s:	42,000		42,000

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	97,379,137	100.0%	6,064	0.0%	1,140,163	N/A	Poll	F+A
2	Υ	Pass	No	For	3.0%	94,570,584	97.0%	2,958,424	3.0%	996,373	N/A	Poll	F+A
3	Y	Pass	No	For	0.3%	98,150,423	99.7%	320,508	0.3%	52,192	N/A	Poll	F+A
4	Y	Pass	No	For	0.2%	98,191,303	99.8%	218,149	0.2%	113,671	N/A	Poll	F+A
5	Y	Pass	No	For	1.0%	97,399,810	99.0%	1,010,946	1.0%	112,367	N/A	Poll	F+A
6	Υ	Pass	No	For	1.0%	97,437,305	99.0%	979,020	1.0%	106,798	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

Voting Dissident Dissent For % Against % Abstain % Result Base Summary Mgmt Against Proposal Proposal Level For Abstain Type Υ 1.1% 7 Pass No For 97,343,049 98.9% 1,072,654 1.1% 107,259 N/A Poll F+A 8 Υ Pass No For 1.1% 97,372,274 98.9% 1,042,325 1.1% 108,363 N/A Poll F+A 0.7% 97,733,044 676,889 113,029 Pass For 99.3% 0.7% N/A Poll F+A No 10 Υ Pass No For 1.2% 97,235,095 98.8% 1,175,870 1.2% 111,997 N/A Poll F+A 1.7% 95,911,507 98.3% 1,706,192 1.7% 905,263 Poll 11 Pass No For N/A F+A Υ For 1.0% 97,400,301 99.0% 1,011,835 110.826 Poll 12 Pass No 1.0% N/A F+A 13 No 0.6% 97,854,618 99.4% 559,255 0.6% 109,089 N/A Poll F+A For Υ 2.8% 95,673,136 97.2% 2,789,763 2.8% 59,589 N/A Poll 14 Pass No F+A 15 No 1.4% 97,090,563 98.6% 1,372,270 1.4% 59,655 N/A Poll F+A Pass For 2.8% 95,647,204 97.2% 2,737,463 2.8% 137,822 N/A Poll F+A 16 No 17 Υ Pass No For 3.1% 95,457,570 96.9% 3,003,058 3.1% 61,758 N/A Poll F+A 18 Pass No For 2.0% 96,411,431 98.0% 1,971,310 2.0% 77,210 N/A Poll F+A 19 Pass No For 3.7% 94,608,116 96.3% 3,655,533 3.7% 77,110 N/A Poll F+A 20 Pass No For 1.0% 97,279,264 99.0% 994,732 1.0% 68,403 N/A Poll F+A

### **Whitbread Plc**

Υ

Pass

No

21

 Meeting Date: 06/19/2019
 Country: United Kingdom
 Primary Security ID: G9606P197
 Meeting ID: 1333380

 Record Date: 06/17/2019
 Meeting Type: Special
 Ticker: WTB

 Primary CUSIP: G9606P197
 Primary ISIN: G800B1KJJ408
 Primary SEDOL: B1KJJ40
 Proxy Level: N/A

95.9%

4,054,666

4.1%

60,430

N/A

Poll

F+A

Earliest Cutoff Date: 06/13/2019 Shares Voted: 42,000 Votable Shares: 42,000 \*Shares on Loan: 0 Shares Instructed: 42,000

94,225,664

Total Ballots: 1 Voting Policy: ISS Additional Policy:

4.1%

For

Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer	Mgmt	Yes	For	For		For	For	No	No	No
Approve Share Consolidation	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these resolutions is	warranted as	no significar	nt issues of cor	ncern have bee	n identified.					
Blended Rationale: A vote FOR these resolutions is warr.	anted as no si	ignificant iss	ues of concern	have been ide	entified.					
Amend Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No
	Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer Approve Share Consolidation  Voting Policy Rationale: A vote FOR these resolutions is  Blended Rationale: A vote FOR these resolutions is warn	Authorise Market Purchase of Ordinary Shares Mgmt in Connection with the Tender Offer  Approve Share Consolidation Mgmt  Voting Policy Rationale: A vote FOR these resolutions is warranted as  Blended Rationale: A vote FOR these resolutions is warranted as no significant in the second seco	Proposal Text Proponent Proposal  Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer  Approve Share Consolidation Mgmt Yes  Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues.  Blended Rationale: A vote FOR these resolutions is warranted as no significant issues.	Proposal Text Proponent Proposal Mgmt Rec  Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer  Approve Share Consolidation Mgmt Yes For  Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern the significa	Proposal Text Proposal Mgmt Rec ISS Rec  Authorise Market Purchase of Ordinary Shares Mgmt Yes For For in Connection with the Tender Offer  Approve Share Consolidation Mgmt Yes For For  Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been idea.  Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been idea.	Proposal Text Proposal Mgmt Rec ISS Rec Policy Rec  Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer  Approve Share Consolidation Mgmt Yes For For  Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.  Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.	Proposal Text Proposal Text Proposal Mgmt Rec ISS Rec Policy Rec Policy Rec  Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer  Approve Share Consolidation Mgmt Yes For For For  For  Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.  Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.	Proposal Text Proposet Proposal Mgmt Rec ISS Rec Policy Rec Instruction  Authorise Market Purchase of Ordinary Shares Mgmt Yes For For For For in Connection with the Tender Offer  Approve Share Consolidation Mgmt Yes For For For For For For Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.  Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.	Proposal TextProposalMgmt RecISS RecAdditional Policy RecVoting Policy RecVote InstructionAgainst MgmtAuthorise Market Purchase of Ordinary Shares in Connection with the Tender OfferMgmtYesForForForForForForApprove Share ConsolidationMgmtYesForForForForForNoVoting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.	Proposal TextProposalMgmt RecISS RecAdditional Policy RecVoting Policy RecVote InstructionAgainst MgmtAgainst PolicyAuthorise Market Purchase of Ordinary Shares in Connection with the Tender OfferMgmtYesForForForForForForApprove Share ConsolidationMgmtYesForForForForForNoNoVoting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

### **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	\$	Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/10/2019	arussell	06/10/2019		42,000		42,000
								Total Shares	:	42,000		42,000

#### **Meeting Results**

Outstanding Shares Voted: 173,873,641

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.8%	97,059,841	98.2%	1,814,010	1.8%	80,625	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	98,659,674	99.8%	233,908	0.2%	60,894	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	98,596,439	99.8%	232,745	0.2%	125,292	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	98,697,988	99.9%	132,174	0.1%	123,984	N/A	Poll	F+A

# **Herald Investment Fund Plc - Worldwide Fund (the)**

 Meeting Date: 06/20/2019
 Country: Ireland
 Primary Security ID: G4410G103
 Meeting ID: 1339434

Record Date: 06/18/2019 Meeting Type: Annual Ticker: JKXPTP.F

 Primary CUSIP: G4410G103
 Primary ISIN: IE0002589731
 Primary SEDOL: 0270085
 Proxy Level: N/A

Earliest Cutoff Date: 06/14/2019 Shares Voted: 28,000 Votable Shares: 28,000 \*Shares on Loan: 0 Shares Instructed: 28,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Reports	Statutory	Mgmt	Yes	For	For		For	For	No	No	No
2	Ratify PricewaterhouseCoopers a	s Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorise Board to Fix Remunera Auditors	ation of	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Increase in the Aggrega Fees Payable to Directors	ite Limit of	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted



Location(s): All Locations
Institution Account(s): NT RSG01

# **Herald Investment Fund Plc - Worldwide Fund (the)**

<b>Ballot Details</b>
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Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	06/10/2019	arussell	06/10/2019	28,000	28,000
						Total Shares:	28,000	28,000

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Not Disclosed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

## Resona Holdings, Inc.

 Meeting Date: 06/21/2019
 Country: Japan
 Primary Security ID: J6448E106
 Meeting ID: 1340692

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8308

 Primary CUSIP: J6448E106
 Primary ISIN: JP3500610005
 Primary SEDOL: 6421553
 Proxy Level: N/A

Earliest Cutoff Date: 06/19/2019 Shares Voted: 550,000 Votable Shares: 550,000 \*Shares on Loan: 0 Shares Instructed: 550,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Higashi, Kazuhiro	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Iwanaga, Shoichi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Fukuoka, Satoshi	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Minami, Masahiro	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Isono, Kaoru	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Sanuki, Yoko	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Urano, Mitsudo	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Matsui, Tadamitsu	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Sato, Hidehiko	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Baba, Chiharu	Mgmt	Yes	For	For		For	For	No	No	No



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

# Resona Holdings, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1.11	Elect Director Iwata, Kimie		Mgmt	Yes	For	For		For	For	No	No	No
2	Amend Articles to Hand over Peti for Abolition of Negative Interest to Governor of the Bank of Japan	Rate Policy	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot De	etails											
	nal Account Detail IA Number)	Custodian Account Number	Ballot Statu	ıs	Instructor Name	Date Instructed	Approver Name	Date Approved	Votab	le Shares	s	Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/10/2019	arussell	06/10/2019		550,000		550,000
								Total Shares:		550,000		550,000

#### **Meeting Results**

Outstanding Shares Voted:

### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	17,146,121	97.0%	418,167	N/A	581	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,265,357	97.6%	298,931	N/A	581	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	17,265,379	97.6%	298,909	N/A	581	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	17,314,967	97.9%	249,322	N/A	581	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	16,813,679	95.1%	750,609	N/A	581	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	17,424,245	98.5%	140,050	N/A	581	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	17,353,138	98.1%	211,155	N/A	581	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	17,105,277	96.7%	459,016	N/A	581	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	17,329,528	98.0%	234,766	N/A	581	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	17,420,895	98.5%	143,399	N/A	581	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	17,405,320	98.4%	158,976	N/A	581	N/A	Poll	F+A+AB
2	Υ	Fail	No	Against	N/A	552,545	3.1%	17,023,525	N/A	11,977	N/A	Poll	F+A+AB

# **BANDAI NAMCO Holdings Inc.**

Meeting Date: 06/24/2019	Country: Japan	Primary Security ID: Y0606D102	Meeting ID: 1340491
Record Date: 03/31/2019	Meeting Type: Annual	Ticker: 7832	
Primary CUSIP: Y0606D102	Primary ISIN: JP3778630008	Primary SEDOL: B0JDQD4	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): NT RSG01

# **BANDAI NAMCO Holdings Inc.**

Earliest Cutoff Date: 06/21/2019 Shares Voted: 130,000 Votable Shares: 130,000 \*Shares on Loan: 0 Shares Instructed: 130,000

Total Ballots: 1 Additional Policy:

Total Dalic	7 <b>.</b>	voting roney. 199					Additional F					
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, w Dividend of JPY 127	vith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Taguchi, Mitsuaki		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Otsu, Shuji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Asako, Yuji		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Kawaguchi, Masar	·u	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Miyakawa, Yasuo		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Hagiwara, Hitoshi		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawashiro, Kazum	ni	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Asanuma, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsuda, Yuzuru		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuwabara, Satoko	1	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Noma, Mikiharu		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kawana, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/03/2019	arussell	06/03/2019		130,000		130,000
								Total Shares		130,000		130,000

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	1,848,498	97.7%	279	N/A	1,886	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	1,827,366	96.9%	21,582	N/A	1,886	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	1,834,104	96.9%	12,576	N/A	4,156	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	1,834,185	96.9%	12,495	N/A	4,156	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	1,834,139	96.9%	12,541	N/A	4,156	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	1,834,198	96.9%	12,482	N/A	4,156	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.6	Υ	Pass	No	For	N/A	1,834,209	96.9%	12,471	N/A	4,156	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	1,834,191	96.9%	12,489	N/A	4,156	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	1,832,678	96.9%	14,002	N/A	4,156	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	1,848,372	97.7%	580	N/A	1,886	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	1,848,433	97.7%	519	N/A	1,886	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	1,848,415	97.7%	537	N/A	1,886	N/A	Poll	F+A+AB

97.6%

1,532

N/A

1,886

N/A

Poll

F+A+AB

# **Tokio Marine Holdings, Inc.**

2.12

 Meeting Date: 06/24/2019
 Country: Japan
 Primary Security ID: 386298106
 Meeting ID: 1339806

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8766

 Primary CUSIP: J86298106
 Primary ISIN: JP3910660004
 Primary SEDOL: 6513126
 Proxy Level: N/A

1,847,420

Earliest Cutoff Date: 06/20/2019 Shares Voted: 50,000 Votable Shares: 50,000 \*Shares on Loan: 0 Shares Instructed: 50,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

N/A

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 90	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Nagano, Tsuyoshi	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Okada, Makoto	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Yuasa, Takayuki	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Fujita, Hirokazu	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Komiya, Satoru	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Mimura, Akio	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Egawa, Masako	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Mitachi, Takashi	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Endo, Nobuhiro	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Hirose, Shinichi	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Harashima, Akira	Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Okada, Kenji	Mgmt	Yes	For	For		For	For	No	No	No
3.1	Appoint Statutory Auditor Ito, Takashi	Mgmt	Yes	For	For		For	For	No	No	No
3.2	Appoint Statutory Auditor Horii, Akinari	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Tokio Marine Holdings, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve Cash Compensation Discount Stock Option Plan	•	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail :, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/12/2019	arussell	06/12/2019		50,000		50,000
								Total Shares	:	50,000		50,000

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
1	Υ	Pass	No	For	N/A	5,865,638	99.7%	1,274	N/A	18,428	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	5,738,563	97.5%	123,245	N/A	23,533	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	5,790,937	98.4%	47,276	N/A	47,128	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	5,791,053	98.4%	47,159	N/A	47,128	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	5,791,036	98.4%	47,176	N/A	47,128	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	5,816,808	98.8%	44,997	N/A	23,533	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	5,817,308	98.8%	4,959	N/A	18,435	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	5,856,896	99.5%	10,011	N/A	18,435	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	5,841,897	99.3%	25,009	N/A	18,435	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	5,856,426	99.5%	10,481	N/A	18,435	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	5,791,077	98.4%	47,135	N/A	47,128	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	5,791,074	98.4%	47,138	N/A	47,128	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	5,790,750	98.4%	47,462	N/A	47,128	N/A	Poll	F+A+AB
3.1	Υ	Pass	No	For	N/A	5,801,714	98.6%	41,585	N/A	42,030	N/A	Poll	F+A+AB
3.2	Υ	Pass	No	For	N/A	5,863,899	99.6%	2,999	N/A	18,435	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	N/A	4,439,122	75.4%	1,427,687	N/A	18,515	N/A	Poll	F+A+AB



Proxy Level: 3

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

Primary CUSIP: 26614N102

# **DuPont de Nemours, Inc.**

Meeting Date: 06/25/2019Country: USAPrimary Security ID: 26614N102Meeting ID: 1333412Record Date: 04/26/2019Meeting Type: AnnualTicker: DD

Earliest Cutoff Date: 06/24/2019 Shares Voted: 93,000 Votable Shares: 93,000 \*Shares on Loan: 0 Shares Instructed: 93,000

Primary SEDOL: BK0VN47

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Primary ISIN: US26614N1028

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Edward D. Breen	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Ruby R. Chandy	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is warranted.  Elect Director Franklin K. Clyburn, Jr. Mgmt Yes For For For For For Voting Policy Rationale: A vote FOR the director nominees is warranted.										
1c	Elect Director Franklin K. Clyburn, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine										
	Blended Rationale: A vote FOR the director nominees is										
1d	Elect Director Terrence R. Curtin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Alexander M. Cutler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director C. Marc Doyle	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Eleuthere I. du Pont	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is warranted.										
1h	Elect Director Rajiv L. Gupta	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									



Location(s): All Locations
Institution Account(s): NT RSG01

# **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
<b>1</b> i	Elect Director Luther C. Kissan	n	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i	is warranted.									
1j	Elect Director Frederick M. Lov	wery	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i	is warranted.									
1k	Elect Director Raymond J. Milo	chovich	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i	is warranted.									
11	Elect Director Steven M. Sterir	1	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR	the director nominees i										
2	Advisory Vote to Ratify Named Officers' Compensation	d Executive	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCooper	s LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Written	n Consent	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote shareholder rights.	FOR this proposal is wa	arranted given t	that the abili	ity to act by wi	ritten consent v	vould enhance					
	Blended Rationale: A vote FOR shareholder rights.	this proposal is warrand	ted given that t	the ability to	act by written	consent would	l enhance					
5	Report on Pay Disparity		SH	Yes	Against	Against		Against	Against	No	No	No
6	Report on Public Health Risks Petrochemical Operations in Fl Areas		SH	Yes	Against	Against		Against	Against	No	No	No
7	Report on Efforts to Reduce P Pollution	lastic Pellet	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
NT RSG01,	RSG01, NT RSG01 1768944		Confirmed		arussell	06/19/2019	arussell	06/19/2019		93,000		93,000
								Total Shares	:	93,000		93,000

### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461 Results Available: Full



Location(s): All Locations

Institution Account(s): NT RSG01

	on necount(s	,											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	1.3%	1,603,106,529	98.7%	21,507,272	1.3%	8,730,464	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.7%	1,612,423,930	99.3%	12,154,227	0.7%	8,766,108	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.8%	1,610,693,486	99.2%	13,193,327	0.8%	9,457,452	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.8%	1,610,972,823	99.2%	12,941,888	0.8%	9,429,554	N/A	Proxy	F+A
1e	Υ	Pass	No	For	4.1%	1,556,918,624	95.9%	66,728,838	4.1%	9,696,803	N/A	Proxy	F+A
1f	Υ	Pass	No	For	0.8%	1,611,963,043	99.2%	12,332,121	0.8%	9,049,101	N/A	Proxy	F+A
1g	Y	Pass	No	For	0.9%	1,610,451,592	99.1%	14,141,161	0.9%	8,751,512	N/A	Proxy	F+A
1h	Υ	Pass	No	For	1.0%	1,608,066,058	99.0%	16,126,332	1.0%	9,151,875	N/A	Proxy	F+A
1i	Y	Pass	No	For	0.9%	1,609,714,155	99.1%	14,111,154	0.9%	9,518,956	N/A	Proxy	F+A
1j	Υ	Pass	No	For	0.7%	1,612,590,366	99.3%	11,311,517	0.7%	9,442,382	N/A	Proxy	F+A
1k	Y	Pass	No	For	0.9%	1,609,929,545	99.1%	13,906,740	0.9%	9,507,980	N/A	Proxy	F+A
11	Υ	Pass	No	For	0.7%	1,612,202,304	99.3%	11,684,839	0.7%	9,457,122	N/A	Proxy	F+A
2	Y	Pass	No	For	6.4%	1,516,982,899	93.6%	104,407,571	6.4%	11,953,795	N/A	Proxy	F+A
3	Y	Pass	No	For	2.4%	1,919,305,131	97.6%	37,373,345	1.9%	9,854,830	0.5%	Proxy	F+A+AB
4	Y	Fail	No	Against	47.2%	763,669,891	47.2%	855,346,093	52.8%	14,328,281	N/A	Proxy	F+A
5	Y	Fail	No	Against	6.7%	107,623,637	6.7%	1,500,295,826	93.3%	25,424,802	N/A	Proxy	F+A
6	Y	Fail	No	Against	7.0%	111,903,594	7.0%	1,487,688,889	93.0%	33,751,782	N/A	Proxy	F+A
7	Y	Fail	No	Against	6.7%	107,773,350	6.7%	1,491,783,148	93.3%	33,787,767	N/A	Proxy	F+A

# Nomura Real Estate Holdings, Inc.

Meeting Date: 06/25/2019 Country: Japan Primary Security ID: J5893B104 Meeting ID: 1341617

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 3231

Primary CUSIP: J5893B104 Primary ISIN: JP3762900003 Primary SEDOL: B1CWJM5 Proxy Level: N/A

Earliest Cutoff Date: 06/23/2019 Shares Voted: 245,000 Votable Shares: 245,000 \*Shares on Loan: 0 Shares Instructed: 245,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Yoshikawa, Atsushi	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Kutsukake, Eiji	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Miyajima, Seiichi	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Seki, Toshiaki	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# Nomura Real Estate Holdings, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1.5	Elect Director Haga, Mak	oto	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Shinohara,	Satoko	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Higashi, Te	etsuro	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director and Audit of Orihara, Takao	Committee Member	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director and Audit ( Takayama, Yasushi	Committee Member	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director and Audit ono, Akira	Committee Member	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director and Audit ( Mogi, Yoshio	Committee Member	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director and Audit of Miyakawa, Akiko	Committee Member	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/21/2019	arussell	06/21/2019		245,000		245,000
								Total Shares	<b>====</b>	245,000		245,000

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	1,573,650	98.4%	13,664	N/A	3,392	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	1,578,308	98.7%	9,006	N/A	3,392	N/A	Poll	F+A+AB
1.3	Y	Pass	No	For	N/A	1,572,752	98.4%	14,562	N/A	3,392	N/A	Poll	F+A+AB
1.4	Y	Pass	No	For	N/A	1,572,626	98.4%	14,688	N/A	3,392	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	1,571,764	98.3%	15,550	N/A	3,392	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	1,548,805	96.9%	41,872	N/A	30	N/A	Poll	F+A+AB
1.7	Y	Pass	No	For	N/A	1,588,375	99.4%	2,303	N/A	30	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	1,483,593	92.8%	103,751	N/A	3,392	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	1,545,109	96.6%	42,237	N/A	3,392	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	1,586,974	99.3%	3,738	N/A	30	N/A	Poll	F+A+AB



Shares Instructed: 50,000

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.4	Υ	Pass	No	For	N/A	1,586,999	99.3%	3,713	N/A	30	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	1,586,994	99.3%	3,718	N/A	30	N/A	Poll	F+A+AB

# **HOYA Corp.**

Earliest Cutoff Date: 06/24/2019

Primary Security ID: J22848105 Meeting ID: 1340488 **Meeting Date:** 06/26/2019 Country: Japan

Votable Shares: 50,000

\*Shares on Loan: 0

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 7741

Shares Voted: 50,000

Primary CUSIP: J22848105 **Primary ISIN:** JP3837800006 Primary SEDOL: 6441506 Proxy Level: N/A

Total Ballo	ots: 1	Voting Policy: ISS					Additional Poli	cy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Uchinaga, Yukako		Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Urano, Mitsudo		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Takasu, Takeo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Kaihori, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Yoshihara, Hiroaki		Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Suzuki, Hiroshi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares	s	hares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/18/2019	arussell	06/18/2019		50,000		50,000
								Total Shares:		50,000		50,000

#### **Meeting Results**

Results Available: Partial **Outstanding Shares Voted:** 

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	3,204,664	98.9%	33,265	N/A	781	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	3,212,043	99.1%	25,885	N/A	781	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	3,211,993	99.1%	25,935	N/A	781	N/A	Poll	F+A+AB
1.4	Y	Pass	No	For	N/A	3,212,141	99.1%	25,787	N/A	781	N/A	Poll	F+A+AB
1.5	Y	Pass	No	For	N/A	3,212,078	99.1%	25,850	N/A	781	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	3,171,121	97.8%	66,808	N/A	781	N/A	Poll	F+A+AB



Location(s): All Locations Institution Account(s): NT RSG01

# **T&D Holdings, Inc.**

Meeting Date: 06/26/2019

Country: Japan

Primary Security ID: J86796109

Meeting ID: 1339390

**Record Date:** 03/31/2019

Meeting Type: Annual

Ticker: 8795

Primary CUSIP: J86796109

Primary ISIN: JP3539220008

Primary SEDOL: 6744294

Votable Shares: 330,000

Proxy Level: N/A

Earliest Cutoff Date: 06/24/2019

Shares Voted: 330,000

\*Shares on Loan: 0

Shares Instructed: 330,000

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

iotai ballo	its: 1	voting Policy: 155					Additional P	olicy.				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, Dividend of JPY 22	with a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Kida, Tetsuhiro		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Uehara, Hirohisa		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Seike, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Nagata, Mitsuhiro	)	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Tamura, Yasuro		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Tanaka, Yoshihis	a	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Matsuyama, Haru	ıka	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Ogo, Naoki		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Higaki, Seiji		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Soejima, Naoki		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Kudo, Minoru		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Itasaka, Masafun	ni	Mgmt	Yes	For	For		For	For	No	No	No
3	Appoint Alternate Statutory Aud Watanabe, Kensaku	ditor	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/12/2019	arussell	06/12/2019		330,000		330,000
								Total Share	s: =====	330,000		330,000

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	4,674,790	97.8%	91,302	N/A	68	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	4,263,961	89.2%	493,876	N/A	8,688	N/A	Poll	F+A+AB



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.2	Y	Pass	No	For	N/A	4,429,074	92.6%	326,498	N/A	10,949	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	4,583,366	95.9%	172,481	N/A	10,683	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	4,638,057	97.0%	117,790	N/A	10,683	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	4,638,041	97.0%	117,806	N/A	10,683	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	4,637,508	97.0%	118,339	N/A	10,683	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	4,642,775	97.1%	123,690	N/A	68	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	4,702,700	98.4%	63,766	N/A	68	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	4,701,299	98.3%	65,167	N/A	68	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	4,636,407	97.0%	119,440	N/A	10,683	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	4,582,247	95.8%	173,600	N/A	10,683	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	4,636,972	97.0%	118,875	N/A	10,683	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	4,745,091	99.2%	21,399	N/A	68	N/A	Poll	F+A+AB

# **FUJIFILM Holdings Corp.**

Meeting Date: 06/27/2019 Country: Japan Primary Security ID: J14208102 **Meeting ID:** 1343855 Ticker: 4901 **Record Date:** 03/31/2019 Meeting Type: Annual

Primary CUSIP: J14208102 Primary ISIN: JP3814000000 Primary SEDOL: 6356525 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 95,000 Votable Shares: 95,000 \*Shares on Loan: 0 Shares Instructed: 95,000

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 40	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Komori, Shigetaka	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Sukeno, Kenji	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Tamai, Koichi	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Okada, Junji	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Iwasaki, Takashi	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Goto, Teiichi	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawada, Tatsuo	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Kaiami, Makoto	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Kitamura, Kunitaro	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

# **FUJIFILM Holdings Corp.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.10	Elect Director Eda, Makiko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Ishikawa, Takatosi	hi	Mgmt	Yes	For	For		For	For	No	No	No
3	Appoint Statutory Auditor Mitsuh Masataka	ashi,	Mgmt	Yes	For	For		For	For	No	No	No
Institutio	Ballot Details Institutional Account Detail Custodian (IA Name, IA Number) Account Number		Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ble Shares	9	Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		arussell	06/10/2019	arussell	06/10/2019		95,000		95,000
								Total Shares:		95,000		95,000

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level	. 31	For		Against		Abstain	Туре	2450
1	Y	Pass	No	For	N/A	3,368,382	99.4%	5,424	N/A	73	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	3,197,117	94.3%	172,812	N/A	3,992	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	3,249,210	95.8%	120,716	N/A	3,992	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	3,255,154	96.0%	114,776	N/A	3,992	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	3,255,678	96.0%	114,252	N/A	3,992	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	3,255,727	96.0%	114,203	N/A	3,992	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	3,255,744	96.0%	114,186	N/A	3,992	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	3,004,359	88.6%	369,485	N/A	73	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	3,298,684	97.3%	75,170	N/A	73	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	3,291,317	97.1%	82,537	N/A	73	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	3,298,770	97.3%	75,084	N/A	73	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	3,253,942	96.0%	115,988	N/A	3,992	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	3,320,119	97.9%	53,735	N/A	73	N/A	Poll	F+A+AB



Location(s): All Locations Institution Account(s): NT RSG01

## Mitsubishi Electric Corp.

Meeting Date: 06/27/2019

Country: Japan

Primary Security ID: J43873116

Meeting ID: 1340547

Record Date: 03/31/2019

Meeting Type: Annual

Ticker: 6503

Votable Shares: 160,000

Proxy Level: N/A

Primary CUSIP: J43873116

Primary ISIN: JP3902400005

Primary SEDOL: 6597045

Earliest Cutoff Date: 06/25/2019

Shares Voted: 160,000

\*Shares on Loan: 0

**Additional Policy:** 

Shares Instructed: 160,000

Total Ballots: 1 Voting Policy: ISS

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Sakuyama, Masaki	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Sugiyama, Takeshi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Okuma, Nobuyuki	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Matsuyama, Akihiro	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Sagawa, Masahiko	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Harada, Shinji	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Kawagoishi, Tadashi	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Yabunaka, Mitoji	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Obayashi, Hiroshi	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Watanabe, Kazunori	Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Koide, Hiroko	Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Oyamada, Takashi	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	06/10/2019	arussell	06/10/2019	160,000	160,000
						Total Shares:	160,000	160,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	17,506,881	95.8%	530,654	N/A	12,079	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,778,914	97.3%	258,622	N/A	12,079	N/A	Poll	F+A+AB



Location(s): All Locations Institution Account(s): NT RSG01

Voting Dissident Dissent For % % Abstain % Result Summary Mgmt Against Proposal Proposal Level For Against Abstain Type Υ 17,771,015 Poll 1.3 Pass No For N/A 97.3% 266,521 N/A 12.079 N/A F+A+AB 1.4 Pass No For N/A 16,969,733 92.9% 1,064,703 N/A 15,167 N/A Poll F+A+AB 17,485,393 12,079 1.5 Pass N/A 95.7% 552,135 N/A N/A Poll F+A+AB No For 1.6 Pass No For N/A 16,973,290 92.9% 1,064,234 N/A 12,079 N/A Poll F+A+AB 17,486,942 12,079 Poll 1.7 Pass No For N/A 95.7% 550,586 N/A N/A F+A+AB 17.913.476 Poll 1.8 Pass No For N/A 98.1% 134,178 N/A 1.962 N/A F+A+AB 1.9 No N/A 17,880,464 97.9% 164,102 N/A 5,050 N/A Poll F+A+AB 17,937,645 110,009 1.10 Pass No For N/A 98.2% N/A 1,962 N/A Poll F+A+AB 1.11 No N/A 17,937,882 98.2% 109,772 N/A 1,962 N/A Poll F+A+AB 1.12 Pass For N/A 14,668,462 80.3% 3,379,180 N/A 1,962 N/A Poll F+A+AB No

### Mitsubishi UFJ Financial Group, Inc.

Meeting Date: 06/27/2019

Record Date: 03/31/2019

Country: Japan

Primary Security ID: J44497105

Meeting ID: 1342161

Meeting Type: Annual

Ticker: 8306

Proxy Level: N/A

Vote

Earliest Cutoff Date: 06/25/2019

Primary CUSIP: 144497105

Primary ISIN: JP3902900004

Primary SEDOL: 6335171

\*Shares on Loan: 0 Shares Instructed: 1,200,000

Shares Voted: 1,200,000

Votable Shares: 1,200,000

**Additional Policy:** 

For

For

No

No

No

Vote

Total Ballots: 1

2.11

Elect Director Okamoto, Junichi

Voting Policy: ISS

Votable Additional Voting Vote Against Against Against **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Number 1 Approve Allocation of Income, with a Final Mgmt Yes For For For For No No No Dividend of JPY 11 2.1 Elect Director Fujii, Mariko For For Mgmt Yes For For No No No 2.2 Elect Director Kato, Kaoru Mamt Yes For For For For No No No 2.3 Elect Director Matsuyama, Haruka Mgmt Yes For For For For No No No 2.4 Elect Director Toby S. Myerson Mgmt Yes For For No No No For 2.5 Elect Director Nomoto, Hirofumi Mgmt Yes For For For Against Yes Yes Yes Elect Director Okuda, Tsutomu 2.6 Mgmt Yes For For For For No No No 2.7 Elect Director Shingai, Yasushi Mgmt Yes For For For For No No No 2.8 Elect Director Tarisa Watanagase Mgmt Yes For For For For No No No 2.9 Elect Director Yamate, Akira No No Mgmt Yes For For For For No 2.10 Elect Director Kuroda, Tadashi Mgmt Yes For For For For No No No

Yes

Mgmt

For

For



Location(s): All Locations
Institution Account(s): NT RSG01

# Mitsubishi UFJ Financial Group, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.12	Elect Director Hirano, Nobuyuki		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Ikegaya, Mikio		Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Araki, Saburo		Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Mike, Kanetsugu		Mgmt	Yes	For	For		For	For	No	No	No
2.16	Elect Director Kamezawa, Hirono	ori	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		rpestana	06/14/2019	rpestana	06/14/2019		1,200,000		1,200,000
								Total Shares	:	1,200,000		1,200,000

### **Meeting Results**

Outstanding Shares Voted: 129,431,095 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	99,160,011	97.7%	421,905	N/A	33,385	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	98,522,399	97.1%	1,069,871	N/A	23,033	N/A	Poll	F+A+AB
2.2	Y	Pass	No	For	N/A	98,509,192	97.1%	1,085,279	N/A	20,830	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	98,004,527	96.6%	1,589,966	N/A	20,809	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	98,498,248	97.1%	1,096,284	N/A	20,772	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	94,464,496	93.1%	5,129,937	N/A	20,862	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	96,232,568	94.9%	3,361,868	N/A	20,866	N/A	Poll	F+A+AB
2.7	Y	Pass	No	For	N/A	98,468,157	97.1%	1,126,261	N/A	20,883	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	98,505,376	97.1%	1,089,065	N/A	20,862	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	98,476,543	97.1%	1,117,898	N/A	20,860	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	95,712,835	94.3%	3,881,592	N/A	20,862	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	95,712,239	94.3%	3,882,152	N/A	20,898	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	96,420,509	95.0%	3,173,949	N/A	20,842	N/A	Poll	F+A+AB
2.13	Y	Pass	No	For	N/A	96,324,657	94.9%	3,269,722	N/A	20,923	N/A	Poll	F+A+AB
2.14	Y	Pass	No	For	N/A	96,306,244	94.9%	3,288,134	N/A	20,923	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.15	Y	Pass	No	For	N/A	92,028,460	90.7%	7,565,980	N/A	20,849	N/A	Poll	F+A+AB
2.16	Υ	Pass	No	For	N/A	98.173.470	96.8%	1.418.693	N/A	23.139	N/A	Poll	F+A+AB

# **Sumitomo Mitsui Financial Group, Inc.**

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J7771X109
 Meeting ID: 1343086

**Record Date:** 03/31/2019 **Meeting Type:** Annual **Ticker:** 8316

 Primary CUSIP: J7771X109
 Primary ISIN: JP3890350006
 Primary SEDOL: 6563024
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 170,000 Votable Shares: 170,000 \*Shares on Loan: 0 Shares Instructed: 170,000

Total Ballo	ets: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, wi Dividend of JPY 95	ith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Kunibe, Takeshi		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Ota, Jun		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Takashima, Makoto	0	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Nagata, Haruyuki		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nakashima, Toru		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Inoue, Atsuhiko		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Mikami, Toru		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Kubo, Tetsuya		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsumoto, Masay	ruki	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Arthur M. Mitchell		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Yamazaki, Shozo		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kono, Masaharu		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Tsutsui, Yoshinobu	ı	Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Shimbo, Katsuyosh	ni	Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		arussell	06/20/2019	arussell	06/20/2019		170,000		170,000
								Total Shares	:	170,000		170,000



Location(s): All Locations
Institution Account(s): NT RSG01

# **Sumitomo Mitsui Financial Group, Inc.**

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

	_												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	10,729,199	98.9%	53,574	N/A	6,784	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	10,178,887	93.7%	607,793	N/A	12,603	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	10,045,984	92.5%	740,699	N/A	12,598	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	10,645,162	98.0%	141,534	N/A	12,598	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	10,644,331	98.0%	142,360	N/A	12,602	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	10,614,505	97.7%	172,188	N/A	12,600	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	10,330,294	95.1%	456,392	N/A	12,598	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	10,333,356	95.1%	453,320	N/A	12,608	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	10,593,937	97.5%	192,758	N/A	12,598	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	10,670,403	98.2%	122,141	N/A	6,753	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	10,724,516	98.7%	68,039	N/A	6,745	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	10,737,113	98.9%	55,436	N/A	6,749	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	10,722,517	98.7%	70,023	N/A	6,760	N/A	Poll	F+A+AB
2.13	Υ	Pass	No	For	N/A	10,549,401	97.1%	243,143	N/A	6,753	N/A	Poll	F+A+AB
2.14	Υ	Pass	No	For	N/A	10,737,678	98.9%	54,868	N/A	6,752	N/A	Poll	F+A+AB
2.15	Υ	Pass	No	For	N/A	10,713,205	98.6%	79,347	N/A	6,748	N/A	Poll	F+A+AB

## **Weiss Korea Opportunity Fund Ltd.**

Meeting Date: 07/25/2019Country: GuernseyPrimary Security ID: G9519V109Meeting ID: 1331682Record Date: 07/23/2019Meeting Type: AnnualTicker: WKOF

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 Primary CUSIP: G9519V109
 Primary ISIN: GG00B933LL68
 Primary SEDOL: B933LL6
 Proxy Level: N/A

Earliest Cutoff Date: 07/19/2019 Shares Voted: 1,100,000 Votable Shares: 1,100,000 \*Shares on Loan: 0 Shares Instructed: 1,100,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Against Policy	Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Weiss Korea Opportunity Fund Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Ratify KPMG Channel Islands Limited as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Norman Crighton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 and 6A vote FOR the is not without concern for shareholders because:* Apa have various roles at other publicly listed companies, we to their role in the Company. The main reason for supponerous time constraints. Taking this into account, a dire-election of Stephen Coe is warranted because no significant to the constraints.	rt from their ro which could pote ort is:* Their o egree of flexibi	les at the Co entially com utside roles ility is consid	ompany, Norm promise their a are all at inves lered appropria	an Crighton and ability to commi stment trusts an	d Robert King it sufficient time nd have less					
	Blended Rationale: Items 5 and 6A vote FOR the re-ele not without concern for shareholders because:* Apart various roles at other publicly listed companies, which their role in the Company. The main reason for support onerous time constraints. Taking this into account, a d re-election of Stephen Coe is warranted because no sign	from their roles could potential is:* Their outs egree of flexibi	s at the Com ly compromi side roles are ility is consid	npany, Norman ise their ability e all at investn lered appropria	Crighton and I to commit suff nent trusts and	Robert King hav ficient time to have less	re				
6	Re-elect Robert King as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 and 6A vote FOR the is not without concern for shareholders because:* Apahave various roles at other publicly listed companies, we to their role in the Company. The main reason for supponerous time constraints. Taking this into account, a correlection of Stephen Coe is warranted because no significant of the stephen Coe is warranted because in the without concern for shareholders because: * Apart various roles at other publicly listed companies, which their role in the Company. The main reason for support onerous time constraints. Taking this into account, a correlection of Stephen Coe is warranted because no significant in the company.	nt from their ro which could pote ort is:* Their of egree of flexibit anificant concer ection of Norma from their roles could potentials is:* Their outs egree of flexibit	eles at the Co entially com, utside roles fility is consid rns have bee an Crighton of s at the Com ly compromi side roles are	ompany, Norm promise their a are all at inve- lered appropria en identified. and Robert Kir apany, Normar ise their ability e all at investn lered appropria	an Crighton and ability to common ability to common and the strength of the strength of the surface of the surf	d Robert King it sufficient time nd have less te FOR the , although it is Robert King hav ficient time to have less	2				
7	Re-elect Stephen Coe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 and 6A vote FOR the is not without concern for shareholders because:* Apa have various roles at other publicly listed companies, we to their role in the Company. The main reason for supponerous time constraints. Taking this into account, a dire-election of Stephen Coe is warranted because no significant to the constraints.	rt from their ro which could pote ort is:* Their o egree of flexibi	les at the Co entially com utside roles ility is consid	ompany, Norm promise their a are all at inves lered appropria	an Crighton and ability to comm stment trusts an	d Robert King it sufficient time nd have less					
	Blended Rationale: Items 5 and 6A vote FOR the re-ele not without concern for shareholders because:* Apart various roles at other publicly listed companies, which their role in the Company. The main reason for support onerous time constraints. Taking this into account, a d re-election of Stephen Coe is warranted because no sign	from their roles could potential is:* Their outs egree of flexibi	s at the Com ly compromi side roles are lity is consid	npany, Norman ise their ability e all at investn lered appropria	Crighton and I to commit suff nent trusts and	Robert King hav ficient time to have less	re				
8	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this resolution recommended limit of no more than 15 percent of issuming Blended Rationale: A vote AGAINST this resolution is v	ed share capita	a/.								

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

limit of no more than 15 percent of issued share capital.



Location(s): All Locations
Institution Account(s): NT RSG01

# **Weiss Korea Opportunity Fund Ltd.**

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	07/16/2019	arussell	07/16/2019	1,100,000	1,100,000
						Total Shares:	1,100,000	1,100,000

### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

## **McKesson Corporation**

Meeting Date: 07/31/2019	Country: USA	Primary Security ID: 58155Q103	Meeting ID: 1348867
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Record Date: 06/04/2019 Meeting Type: Annual Ticker: MCK

 Primary CUSIP: 58155Q103
 Primary ISIN: US58155Q1031
 Primary SEDOL: 2378534
 Proxy Level: 3

Earliest Cutoff Date: 07/30/2019 Shares Voted: 38,000 Votable Shares: 38,000 \*Shares on Loan: 0 Shares Instructed: 38,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Dominic J. Caruso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director N. Anthony Coles	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								

Blended Rationale: A vote FOR the director nominees is warranted.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): NT RSG01

# **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.3	Elect Director M. Christine Jacobs	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Donald R. Knauss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Marie L. Knowles	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Bradley E. Lerman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Edward A. Mueller	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Susan R. Salka	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Brian S. Tyler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Kenneth E. Washington	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

# **McKesson Corporation**

roposal umber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
3	Advisory Vote to Ratify Name Officers' Compensation	ed Executive	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote benefits in connection with his based on a contractually oblig unchanged from the prior yea payouts for other NEOs were	s retirement. In addition, ated individual performa r when financial performa	Hammergren's nce multiplier re ance was lower	annual ince elated to his Further, fo	entive payout v s retirement, re or a second con	vas increased b esulting in a pay nsecutive year,	ny 33 percent yout that was annual incenti	ve				
	Blended Rationale: A vote AG benefits in connection with his based on a contractually oblig unchanged from the prior yea payouts for other NEOs were	s retirement. In addition, ated individual performa r when financial performa	Hammergren's nce multiplier re ance was lower	annual ince elated to his . Further, fo	entive payout v s retirement, re or a second con	vas increased b esulting in a pay nsecutive year,	ny 33 percent yout that was annual incenti	ve				
4	Report on Lobbying Paymen	ts and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote practices and policies, such as benefit shareholders in assess Blended Rationale: A vote FOI	its trade association me ing its management of re	mberships and elated risks.	payments,	and board ove	rsight mechanis	sms would	<b>2</b> 5				
	and policies, such as its trade shareholders in assessing its I	association memberships	s and payments									
5	Reduce Ownership Threshold Shareholders to Call Special		SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote special meetings.	e FOR this proposal is wa	erranted as it we	ould further	enhance the e	existing shareho	older right to ca	a//				
	Blended Rationale: A vote FOI special meetings.	R this proposal is warrant	ted as it would	further enh	ance the existil	ng shareholder	right to call					
Ballot D	etails											
Institutio	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
(IA Name												
-	, NT RSG01	1768944	Confirmed		arussell	07/24/2019	arussell	07/24/2019		38,000		38,000

### **Meeting Results**

Outstanding Shares Voted: 186,377,093 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	0.4%	150,328,181	99.6%	664,725	0.4%	453,829	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	15.1%	128,160,810	84.9%	22,835,254	15.1%	450,672	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	6.4%	141,274,161	93.6%	9,736,587	6.4%	435,986	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.7%	149,994,925	99.3%	995,857	0.7%	455,949	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	6.8%	140,784,484	93.2%	10,238,484	6.8%	423,769	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.6	Y	Pass	No	For	11.4%	133,735,983	88.6%	17,250,081	11.4%	460,670	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	13.1%	131,196,367	86.9%	19,803,011	13.1%	447,355	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	11.6%	133,430,340	88.4%	17,579,622	11.6%	436,772	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	0.6%	150,162,153	99.4%	847,588	0.6%	436,996	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.4%	150,390,774	99.6%	593,109	0.4%	462,853	N/A	Proxy	F+A
2	Υ	Pass	No	For	5.3%	157,959,216	94.7%	8,255,084	5.0%	549,635	0.3%	Proxy	F+A+AB
3	Υ	Fail	No	For	59.6%	61,120,284	40.4%	89,828,106	59.3%	498,322	0.3%	Proxy	F+A+AB
4	Υ	Fail	No	Against	46.2%	68,799,661	45.4%	81,404,262	53.8%	1,242,785	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	41.3%	62,120,524	41.0%	88,874,669	58.7%	451,064	0.3%	Proxy	F+A+AB

## **System1 Group Plc**

Meeting Date: 07/31/2019	Country: United Kingdom	Primary Security ID: G8650J107	Meeting ID: 1345764

**Record Date:** 07/29/2019 Ticker: SYS1 Meeting Type: Annual

Primary CUSIP: G8650J107 Primary ISIN: GB00B1GVQH21 Primary SEDOL: B1GVQH2 Proxy Level: N/A

Earliest Cutoff Date: 07/25/2019 Shares Voted: 381,100 Votable Shares: 381,100 \*Shares on Loan: 0Shares Instructed: 381,100

Total Ballots: 1 **Additional Policy:** Voting Policy: ISS

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec		Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Graham Blashill as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Tomkins and the election of Jane Wakely is warranted.  Blended Rationale: A vote FOR the re-election of Grant Control of the Policy of State Wales, in the Policy	d because no sig ham Blashill, Rob	bert Brand, S	cerns have bee	en identified. ames Geddes and						
4	Tomkins and the election of Jane Wakely is warrante  Re-elect Robert Brand as Director	<i>d because no sig</i> Mgmt	Yes	<i>cerns have bee</i> For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Tomkins and the election of Jane Wakely is warrante				-	es and Sophie					
	Blended Rationale: A vote FOR the re-election of Gra	-	-	-		d Sophie					
	Tomkins and the election of Jane Wakely is warrante	d because no sig	IIIIICAIIL COII	cerns nave bee	in lacitatica.						

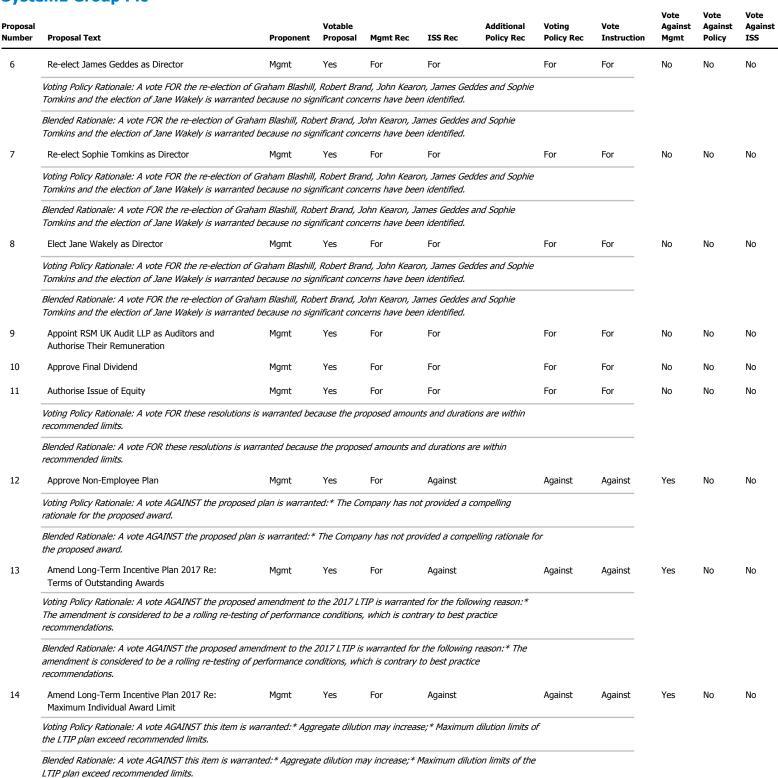
Voting Policy Rationale: A vote FOR the re-election of Graham Blashill, Robert Brand, John Kearon, James Geddes and Sophie Tomkins and the election of Jane Wakely is warranted because no significant concerns have been identified.

Blended Rationale: A vote FOR the re-election of Graham Blashill, Robert Brand, John Kearon, James Geddes and Sophie Tomkins and the election of Jane Wakely is warranted because no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): NT RSG01

### System1 Group Plc



\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): NT RSG01

# **System1 Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
15	Authorise Issue of Equity wi Rights	thout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot recommended limits.	e FOR these resolutions	is warranted be	cause the p	roposed amour	nts and duratio	ns are within					
	Blended Rationale: A vote FO recommended limits.	R these resolutions is wa	arranted because	e the propo.	sed amounts ar	nd durations ai	re within					
16	Authorise Market Purchase of	of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		Auto-Instructed	07/18/2019	Auto-Approved	07/18/2019		381,100		381,100
								Total Shares	:	381,100		381,100

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	7,642,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	7,514,511	100.0%	2,123	0.0%	331,658	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	76,142,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	7,642,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	7,642,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	7,642,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	7,642,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	7,642,530	100.0%	0	0.0%	205,762	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	7,617,240	100.0%	790	0.0%	205,762	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	7,642,530	100.0%	0	N/A	205,762	N/A	Poll	F+A
11	Υ	Pass	No	For	0.0%	7,641,157	100.0%	1,373	0.0%	205,762	N/A	Poll	F+A
12	Υ	Pass	No	For	13.3%	6,518,279	86.7%	998,355	13.3%	331,658	N/A	Poll	F+A
13	Υ	Pass	No	For	13.0%	6,646,182	87.0%	996,348	13.0%	205,762	N/A	Poll	F+A
14	Υ	Pass	No	For	10.5%	6,729,986	89.5%	786,648	10.5%	331,658	N/A	Poll	F+A
15	Υ	Pass	No	For	9.2%	6,941,157	90.8%	701,373	9.2%	205,762	N/A	Poll	F+A



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base	
16		Pacc	No	For	0.0%	7 6/1 107	100.0%	1 222	0.0%	205 762	N/A	Poll	E±Λ	

## **Hipgnosis Songs Fund Ltd.**

Meeting Date: 08/21/2019 Country: Guernsey Primary Security ID: G4497R113 Meeting ID: 1356783

Record Date: 08/19/2019 Meeting Type: Special Ticker: SONG

Primary CUSIP: G4497R113 Primary ISIN: GG00BFYT9H72 Primary SEDOL: BFYT9H7 Proxy Level: N/A

Earliest Cutoff Date: 08/15/2019 Shares Voted: 1,781,379 Votable Shares: 1,781,379 \*Shares on Loan: 0 Shares Instructed: 1,781,379

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Amend the Investment Objective and Policy of the Company	Mgmt	Yes	For	For		For	For	No	No	No

are company

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	Auto-Instructed	08/08/2019	Auto-Approved	08/08/2019	1,781,379	1,781,379
						Total Shares:	1,781,379	1,781,379

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	.,	Withdrawn	No	-	N/A	N/Δ	N/Δ	N/Δ	N/Δ	N/Δ	N/A	Poll	

### **Dixons Carphone Plc**

Meeting Date: 09/05/2019 Country: United Kingdom Primary Security ID: G2903R107 Meeting ID: 1348583

**Record Date:** 09/03/2019 **Meeting Type:** Annual **Ticker:** DC

Primary CUSIP: G2903R107 Primary ISIN: GB00B4Y7R145 Primary SEDOL: B4Y7R14 Proxy Level: N/A

Earliest Cutoff Date: 08/30/2019 Shares Voted: 1,210,626 Votable Shares: 1,210,626 \*Shares on Loan: 0 Shares Instructed: 1,210,626

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Dixons Carphone Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST the remuneral significant uplift as compared to previous years — despit opportunity going forward - because of a significant deconsidered the share price performance and did not confered to be in line with the Company	te the rebaland cline in the Col nsider it approp	ing of remu npany's sha priate to adj	neration frame re price. The F	ework with rea Remuneration (	luced LTI Committee					
	Blended Rationale: A vote AGAINST the remuneration of significant uplift as compared to previous years — despit opportunity going forward - because of a significant deconsidered the share price performance and did not confered are not considered to be in line with the Company	te the rebaland cline in the Col nsider it approp	ing of remu npany's sha priate to adj	neration frame re price. The F	ework with rea Remuneration (	luced LTI Committee					
3	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
5	Elect Eileen Burbidge as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identi	fied.					
	Blended Rationale: A vote FOR these candidates is warn	ranted as no si	gnificant cor	ncerns have be	een identified.						
6	Re-elect Alex Baldock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identi	fied.					
	Blended Rationale: A vote FOR these candidates is warn	ranted as no si	gnificant col	ncerns have be	een identified.						
7	Re-elect Tony DeNunzio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identi	fied.					
	Blended Rationale: A vote FOR these candidates is warn	ranted as no si	gnificant cor	ncerns have be	een identified.						
8	Re-elect Andrea Gisle Joosen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identi	fied.					
	Blended Rationale: A vote FOR these candidates is warn	ranted as no si	gnificant cor	ncerns have be	een identified.						
9	Re-elect Lord Livingston of Parkhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identii	fied.					
	Blended Rationale: A vote FOR these candidates is want	ranted as no si	gnificant col	ncerns have be	een identified.						
10	Re-elect Jonny Mason as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identi	fied.					
	Blended Rationale: A vote FOR these candidates is want	ranted as no si	gnificant col	ncerns have be	een identified.						
11	Re-elect Fiona McBain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identi	fied.					
	Blended Rationale: A vote FOR these candidates is war	ranted as no si	gnificant col	ncerns have be	een identified.						

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations Institution Account(s): NT RSG01

# **Dixons Carphone Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
12	Re-elect Gerry Murphy as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote	FOR these candidates	is warranted as	no significa	nt concerns ha	ive been identii	fied.					
	Blended Rationale: A vote FOR	these candidates is wa	nrranted as no si	ignificant co	ncerns have b	een identified.						
13	Reappoint Deloitte LLP as Audi	itors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Board to Fix Remune Auditors	eration of	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Colleague Shareholde	r Scheme	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Share Incentive Plan		Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote within recommended limits.	FOR these resolutions	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FOR a recommended limits.	these resolutions is col	nsidered warran	ited as the j	proposed amou	unts and duration	ons are within					
19	Authorise Issue of Equity without Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote within recommended limits.	FOR these resolutions	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FOR a recommended limits.	these resolutions is col	nsidered warran	nted as the p	proposed amou	unts and duration	ons are within					
20	Authorise Market Purchase of (	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call Meeting with Two Weeks' Noti		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		1,210,626		1,210,626
								Total Shares	s: =====	1,210,626		1,210,626

### **Meeting Results**

Outstanding Shares Voted: 1,162,360,001 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	964,149,291	100.0%	129,414	0.0%	935,686	N/A	Poll	F+A
2	Υ	Pass	No	For	23.5%	738,083,754	76.5%	226,263,505	23.5%	867,132	N/A	Poll	F+A



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Υ	Pass	No	For	10.7%	831,610,451	89.3%	100,031,252	10.7%	33,572,688	N/A	Poll	F+A
4	Υ	Pass	No	For	0.5%	960,566,776	99.5%	4,643,402	0.5%	4,213	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	965,101,427	100.0%	81,320	0.0%	31,641	N/A	Poll	F+A
6	Υ	Pass	No	For	0.2%	963,353,376	99.8%	1,832,481	0.2%	28,531	N/A	Poll	F+A
7	Υ	Pass	No	For	2.5%	940,418,094	97.5%	23,894,565	2.5%	901,729	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	949,240,761	98.3%	15,941,102	1.7%	32,525	N/A	Poll	F+A
9	Υ	Pass	No	For	3.2%	933,871,949	96.8%	31,312,432	3.2%	30,007	N/A	Poll	F+A
10	Υ	Pass	No	For	0.3%	962,449,205	99.7%	2,736,844	0.3%	28,339	N/A	Poll	F+A
11	Υ	Pass	No	For	0.3%	962,173,509	99.7%	2,915,952	0.3%	124,927	N/A	Poll	F+A
12	Υ	Pass	No	For	3.2%	934,368,653	96.8%	30,815,795	3.2%	29,943	N/A	Poll	F+A
13	Υ	Pass	No	For	0.8%	929,722,046	99.2%	7,523,435	0.8%	27,968,910	N/A	Poll	F+A
14	Υ	Pass	No	For	0.1%	964,302,295	99.9%	898,544	0.1%	13,549	N/A	Poll	F+A
15	Υ	Pass	No	For	7.4%	857,710,889	92.6%	68,512,964	7.4%	38,990,538	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	964,856,895	100.0%	315,736	0.0%	41,757	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	964,659,312	99.9%	517,138	0.1%	37,938	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	965,010,811	100.0%	175,238	0.0%	28,342	N/A	Poll	F+A
19	Υ	Pass	No	For	0.0%	964,998,580	100.0%	172,329	0.0%	43,479	N/A	Poll	F+A
20	Υ	Pass	No	For	2.9%	936,813,988	97.1%	28,136,396	2.9%	264,004	N/A	Poll	F+A
21	Υ	Pass	No	For	1.4%	951,324,537	98.6%	13,884,975	1.4%	4,876	N/A	Poll	F+A

## **Hipgnosis Songs Fund Ltd.**

Meeting Date: 09/10/2019 Country: Guernsey Primary Security ID: G4497R113 Meeting ID: 1349047

Record Date: 09/06/2019 Meeting Type: Annual Ticker: SONG

Primary CUSIP: G4497R113 Primary ISIN: GG00BFYT9H72 Primary SEDOL: BFYT9H7 Proxy Level: N/A

Earliest Cutoff Date: 09/04/2019 Shares Voted: 1,781,379 Votable Shares: 1,781,379 \*Shares on Loan: 0 Shares Instructed: 1,781,379

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Hipgnosis Songs Fund Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Ratify PricewaterhouseCoopers CI LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Elect Andrew Sutch as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A vote FOR the electic because:* Apart from his role as the Chair of the Corcompromise his ability to commit sufficient time to he external directorships are at investment trusts. Takin will be kept under review. Items 6-8A vote FOR the ebecause no significant concerns have been identified	mpany, he also so is role in the Con g this into accou lection of Andrev	erves as Cha npany.Mitiga int, a degree	air at two othe nting, the main or of flexibility is	r public compa reason for sup considered ap	anies, which cou oport is:* His opropriate. This					
	Blended Rationale: Item 5A vote FOR the election of Apart from his role as the Chair of the Company, he compromise his ability to commit sufficient time to he external directorships are at investment trusts. Takin will be kept under review. Items 6-8A vote FOR the e because no significant concerns have been identified	also serves as Ch is role in the Con g this into accou lection of Andrev	hair at two o npany.Mitiga int, a degree	ther public con ting, the main of flexibility is	mpanies, which reason for sup s considered ap	h could pport is:* His ppropriate. This					
6	Elect Andrew Wilkinson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A vote FOR the election because: * Apart from his role as the Chair of the Concompromise his ability to commit sufficient time to hexternal directorships are at investment trusts. Takin will be kept under review. Items 6-8A vote FOR the elecause no significant concerns have been identified	mpany, he also si is role in the Con g this into accou lection of Andrev	erves as Cha npany.Mitiga int, a degree	air at two othe nting, the main of flexibility is	r public compa reason for sup considered ap	anies, which coul oport is:* His opropriate. This	ld				
	Blended Rationale: Item 5A vote FOR the election of Apart from his role as the Chair of the Company, he compromise his ability to commit sufficient time to h external directorships are at investment trusts. Takin will be kept under review.Items 6-8A vote FOR the e because no significant concerns have been identified	also serves as Ch is role in the Con g this into accou lection of Andrev	hair at two o npany.Mitiga int, a degree	ther public conting, the main	mpanies, which reason for sup s considered ap	h could pport is:* His ppropriate. This	ŧ				
7	Elect Simon Holden as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A vote FOR the election because:* Apart from his role as the Chair of the Corcompromise his ability to commit sufficient time to his external directorships are at investment trusts. Takin will be kept under review. Items 6-8A vote FOR the election of Blended Rationale: Item 5A vote FOR the election of Apart from his role as the Chair of the Company, he compromise his ability to commit sufficient time to his external directorships are at investment trusts. Takin will be kept under review. Items 6-8A vote FOR the election of the components of the compon	mpany, he also sis role in the Cong this into accou lection of Andrev Andrew Sutch is also serves as Chis role in the Cong g this into accou	erves as Chanpany. Mitiga nt, a degree v Wilkinson, warranted, nair at two o npany. Mitiga nt, a degree	air at two other ting, the main of flexibility is Simon Holden although it is ther public cou ting, the main of flexibility is	r public compa reason for sup s considered ap and Paul Burg not without com mpanies, which reason for sup s considered ap	anies, which coun poport is:* His popropriate. This ger is warranted ncern because:* h could poport is:* His popropriate. This	k				

because no significant concerns have been identified.



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): NT RSG01

# **Hipgnosis Songs Fund Ltd.**

roposal Iumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
8	Elect Paul Burger as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A v because:* Apart from his role as a compromise his ability to commit external directorships are at inves will be kept under review. Items 6 because no significant concerns h	the Chair of the Consulting to his sufficient time to his structs. Taking 1-8A vote FOR the ele	npany, he also se s role in the Com g this into accoul lection of Andrew	erves as Cha npany.Mitiga nt, a degree	ir at two othe ting, the main of flexibility is	er public compai n reason for sup s considered ap	nies, which cou port is:* His propriate. This					
	Blended Rationale: Item 5A vote I Apart from his role as the Chair of compromise his ability to commit external directorships are at inves will be kept under review. Items 6 because no significant concerns h	f the Company, he a sufficient time to his stment trusts. Taking -8A vote FOR the el	also serves as Ch s role in the Com g this into accoul lection of Andrew	nair at two o npany.Mitiga nt, a degree	ther public con ting, the main of flexibility is	mpanies, which reason for sup s considered ap	could port is:* His propriate. This					
	A D: : 1   1 D  :											
9	Approve Dividend Policy		Mgmt	Yes	For	For		For	For	No	No	No
9	Authorise Market Purchase of Or	dinary Shares	Mgmt Mgmt	Yes Yes	For For	For For		For For	For For	No No	No No	No No
	Authorise Market Purchase of Or	rdinary Shares	J									
10  Ballot De	Authorise Market Purchase of Or	rdinary Shares  Custodian  Account Number	J	Yes			Approver Name		For		No	No
10  Ballot De	Authorise Market Purchase of Or etails nal Account Detail , IA Number)	Custodian	Mgmt	Yes	For	For		For Date	For	No	No	

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	283,917,719	99.9%	371,069	0.1%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.1%	283,917,719	99.9%	371,069	0.1%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	284,286,499	100.0%	2,289	0.0%	0	N/A	Poll	F+A
5	Y	Pass	No	For	0.8%	282,129,643	99.2%	2,159,145	0.8%	0	N/A	Poll	F+A
6	Y	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
7	Y	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
8	Y	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
9	Y	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	284,288,788	100.0%	0	0.0%	0	N/A	Poll	F+A



Shares Instructed: 3,383,341

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

Earliest Cutoff Date: 09/06/2019

## **Better Capital PCC Ltd.**

 Meeting Date: 09/12/2019
 Country: Guernsey
 Primary Security ID: G12266105
 Meeting ID: 1350299

 Record Date: 09/10/2019
 Meeting Type: Annual
 Ticker: BC12

 Primary CUSIP: G12266105
 Primary ISIN: GG00B4N1RV71
 Primary SEDOL: B4N1RV7
 Proxy Level: N/A

Votable Shares: 3,383,341

Total Ballots: 2 Voting Policy: ISS Additional Policy:

Shares Voted: 3,383,341

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration of Directors	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Richard Battey as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 3, 4 and 6A vote FOR the re-election of Richard Battey, Philip Bowman and Jon Moulton is warranted because no significant concerns have been identified. Item 5A vote FOR the re-election of Richard Crowder is warranted, although it is not without concern because: \* Apart from his role as the Chair of the Company, he also serves various roles at other public companies, which could compromise his ability to commit sufficient time to his role in the Company. Mitigating, the main reason for support is: \* His outside roles are all at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. This will be kept under review.

Blended Rationale: Items 3, 4 and 6A vote FOR the re-election of Richard Battey, Philip Bowman and Jon Moulton is warranted because no significant concerns have been identified. Item 5A vote FOR the re-election of Richard Crowder is warranted, although it is not without concern because: \*Apart from his role as the Chair of the Company, he also serves various roles at other public companies, which could compromise his ability to commit sufficient time to his role in the Company. Mitigating, the main reason for support is: \*His outside roles are all at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. This will be kept under review.

4 Re-elect Philip Bowman as Director

Mgmt Yes For For

For For

\*Shares on Loan: 0

No

No

No

Voting Policy Rationale: Items 3, 4 and 6A vote FOR the re-election of Richard Battey, Philip Bowman and Jon Moulton is warranted because no significant concerns have been identified. Item 5A vote FOR the re-election of Richard Crowder is warranted, although it is not without concern because: \* Apart from his role as the Chair of the Company, he also serves various roles at other public companies, which could compromise his ability to commit sufficient time to his role in the Company. Mitigating, the main reason for support is: \* His outside roles are all at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. This will be kept under review.

Blended Rationale: Items 3, 4 and 6A vote FOR the re-election of Richard Battey, Philip Bowman and Jon Moulton is warranted because no significant concerns have been identified. Item 5A vote FOR the re-election of Richard Crowder is warranted, although it is not without concern because: \*Apart from his role as the Chair of the Company, he also serves various roles at other public companies, which could compromise his ability to commit sufficient time to his role in the Company. Mitigating, the main reason for support is: \*His outside roles are all at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. This will be kept under review.



Location(s): All Locations Institution Account(s): NT RSG01

# **Better Capital PCC Ltd.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Richard Crowder as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items warranted because no significate warranted, although it is not warious roles at other public of Company. Mitigating, the main degree of flexibility is consider	ant concerns have been without concern because ompanies, which could o reason for support is:*	identified.Item e:* Apart from h compromise his His outside role	5A vote FC is role as to ability to co s are all at	OR the re-electi he Chair of the ommit sufficien	ion of Richard C Company, he a nt time to his rol	rowder is also serves le in the	a				
	Blended Rationale: Items 3, 4 because no significant concern although it is not without conc other public companies, which main reason for support is:* H considered appropriate. This w	ns have been identified Pern because:* Apart fro Could compromise his a Vis outside roles are all a	Item 5A vote FC om his role as th ability to commi at investment tro	OR the re-en e Chair of t t sufficient	lection of Richa the Company, I time to his role	ard Crowder is w he also serves w e in the Compan	varranted, various roles at ny.Mitigating, t	t				
6	Re-elect Jon Moulton as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	various roles at other public of Company. Mitigating, the main degree of flexibility is consider Blended Rationale: Items 3, 4 because no significant concernal though it is not without control to ther public companies, which main reason for support is:* Free considered appropriate. This was a companied to the considered appropriate.	reason for support is:* red appropriate. This will and 6A vote FOR the re is have been identified rern because:* Apart fro could compromise his a lis outside roles are all a	His outside role Il be kept under Pelection of Ricl Item 5A vote FC On his role as the ability to commit tinvestment true	s are all at review. hard Battey OR the re-ea e Chair of t	investment tru , Philip Bowma lection of Richa the Company, t time to his role	usts. Taking this an and Jon Moun ard Crowder is v he also serves v e in the Compan	into account, Iton is warrant varranted, various roles an ny.Mitigating, t	red t				
7	Ratify BDO Limited as Audito	rs	Mgmt	Yes	For	For		For	For	No	No	No
8	Authorise Board to Fix Remu Auditors	neration of	Mgmt	Yes	For	For		For	For	No	No	No
9	Authorise Market Purchase o	f 2012 Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail le, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		
NT RSG01	1, NT RSG01	RSG01	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		294,641		Shares Voted
												294,641
NT RSG01	1, NT RSG01	RSG01	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		3,088,700		

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	137,151,435	100.0%	0	0.0%	0	N/A	Poll	F+A



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	0.0%	137,148,597	100.0%	2,838	0.0%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	137,151,435	100.0%	0	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	137,151,435	100.0%	0	0.0%	0	N/A	Poll	F+A
5	Y	Pass	No	For	5.2%	130,058,847	94.8%	7,092,588	5.2%	0	N/A	Poll	F+A
6	Y	Pass	No	For	0.0%	137,148,597	100.0%	2,838	0.0%	0	N/A	Poll	F+A
7	Y	Pass	No	For	0.0%	137,148,597	100.0%	0	0.0%	2,838	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	137,132,428	100.0%	16,169	0.0%	2,838	N/A	Poll	F+A
9	Y	Pass	No	For	0.0%	137,151,435	100.0%	0	0.0%	0	N/A	Poll	F+A

## **Better Capital PCC Ltd.**

Meeting Date: 09/12/2019

Earliest Cutoff Date: 09/06/2019	Shares Voted: 294,641	Votable Shares: 294,641	*Shares on Loan: 0	Shares Instructed: 294,641
Primary CUSIP: G12266105	Primary ISIN: GG00B4N1RV71	Primary SEDOL: B	4N1 D\/7	Proxy Level: N/A
<b>Record Date:</b> 09/10/2019	Meeting Type: Annual	Ticker: BC12		
Meeting Date: 09/12/2019	Country: Guernsey	Primary Securit	y <b>ID:</b> G12266105	<b>Meeting ID:</b> 1359903

Total Ballots: 1 Voting Policy: ISS Additional Policy:

TOtal Ball	763. 1	voting Folicy: 133	Authoria Policy.											
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote : Against ISS		
	Meeting of the Holders of the	2009 Shares	Mgmt	No										
1	Approve Extension of the Life	e of the Fund	Mgmt	Yes	For	For		For	For	No	No	No		
Ballot D	etails													
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted		
NT RSG01,	NT RSG01	RSG01	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		294,641		294,641		
								Total Shares	:	294,641		294,641		

### **Meeting Results**

**Outstanding Shares Voted:** Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	7.4%	21,684,124	92.6%	1,722,354	7.4%	0	N/A	Poll	F+A



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

## **Better Capital PCC Ltd.**

Meeting Date: 09/12/2019	Country: Guernsey	Primary Security ID: G12266105	Meeting ID: 1359904
<b>Record Date:</b> 09/10/2019	Meeting Type: Annual	Ticker: BC12	

 Primary CUSIP: G12266105
 Primary ISIN: GG00B4N1RV71
 Primary SEDOL: B4N1RV7
 Proxy Level: N/A

Earliest Cutoff Date: 09/06/2019 Shares Voted: 3,088,700 Votable Shares: 3,088,700 \*Shares on Loan: 0 Shares Instructed: 3,088,700

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
	Meeting of the Holders of the 20	12 Shares	Mgmt	No								
1	Authorise Market Purchase of the	e 2012 Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares		Shares Voted
NT RSG01,	NT RSG01	RSG01	Confirmed		rpestana	08/30/2019	rpestana	08/30/2019		3,088,700		3,088,700
								Total Shares	. —	3,088,700		3,088,700

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.0%	112,354,818	100.0%	0	0.0%	0	N/A	Poll	F+A

## **Van Elle Holdings Plc**

 Meeting Date: 09/12/2019
 Country: United Kingdom
 Primary Security ID: G931BZ109
 Meeting ID: 1354316

 Record Date: 09/10/2019
 Meeting Type: Annual
 Ticker: VANL

Primary CUSIP: G931BZ109 Primary ISIN: GB00BYX4TP46 Primary SEDOL: BYX4TP4 Proxy Level: N/A

Earliest Cutoff Date: 09/06/2019 Shares Voted: 1,525,573 Votable Shares: 1,525,573 \*Shares on Loan: 0 Shares Instructed: 1,525,573

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy Accept Financial Statements and Statutory Yes For 1 Mgmt For For For No No No Reports 2 Reappoint BDO LLP as Auditors Mgmt Yes For For For For No No No Authorise Board to Fix Remuneration of Mgmt Yes For For For No No No Auditors



Location(s): All Locations
Institution Account(s): NT RSG01

# **Van Elle Holdings Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
4	Approve Remuneration Report		Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Final Dividend		Mgmt	Yes	For	For		For	For	No	No	No
6	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		rpestana	08/30/2019	rpestana	08/30/2019		1,525,573		1,525,573
								Total Shares	:	1,525,573		1,525,573
					_							

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

Meeting Date: 09/25/2019 Record Date: 09/23/2019	<b>Country:</b> United Kingdom <b>Meeting Type:</b> Annual	Primary Securit Ticker: SOPH	ty ID: G8T826102	<b>Meeting ID:</b> 1338199
Primary CUSIP: G8T826102	Primary ISIN: GB00BYZFZ918	Primary SEDOL: E	3YZFZ91	Proxy Level: N/A
Earliest Cutoff Date: 09/19/2019 Total Ballots: 1	Shares Voted: 400,000 Voting Policy: ISS	Votable Shares: 400,000	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 400,000
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec ISS Re	Additional Voting	Vote Vote Vote Vote Against Against Against Instruction Mamt Policy ISS



Location(s): All Locations Institution Account(s): NT RSG01

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve Remuneration Policy	Mgmt	Yes	For	Abstain		Abstain	Against	Yes	Yes	Yes
	Voting Policy Rationale: An ABSTENTION on the remur. The LTIP continues to utilise both performance based (receive special one-off payments on a change of control inclusion of several best-practice measures, an ABSTAL for those shareholders in markets who have a fiduciary recognise an abstention as a valid option.	(PSUs) and non ol event.Given t N vote is consid	n-performan the reduction dered appro	nce based (RSU ons in bonus an opriate.A vote l	ls) awards; and nd LTIP opport FOR this resolu	d* Directors can unity, and ution is warrante					
	Blended Rationale: An ABSTENTION on the remunerate LTIP continues to utilise both performance based (PSU receive special one-off payments on a change of control inclusion of several best-practice measures, an ABSTAI for those shareholders in markets who have a fiduciary recognise an abstention as a valid option.	s) and non-per ol event.Given t N vote is consid	formance ba the reduction dered appro	ased (RSUs) av ons in bonus an opriate.A vote l	wards; and* Di nd LTIP opport FOR this resolu	irectors can unity, and ution is warrante	d				
3	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this resolution significantly weighted towards shorter term performance non-performance based (RSUs) awards, with no under disclosed on a prospective basis; and* Both the bonus billings and EBITDA performance conditions which is like the same (short term) performance.	ce;* The LTIP opin in operation plan and PSU e kely to result in	continues to n for the res element of t Directors b	o utilise both pe stricted share e the LTIP for the peing rewarded	erformance baselement;* LTIP e year under re twice for the a	sed (PSUs) and targets are not eview utilised achievement of					
	Blended Rationale: A vote AGAINST this resolution is w weighted towards shorter term performance;* The LTI non-performance based (RSUs) awards, with no under, disclosed on a prospective basis; and* Both the bonus billings and EBITDA performance conditions which is lit the same (short term) performance.	P continues to pin in operation plan and PSU e	utilise both n for the res element of t	performance b stricted share e the LTIP for the	pased (PSUs) a plement;* LTIP e year under re	nd targets are not eview utilised					
4	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Sandra Bergeron as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Didentified. Item 12- Re-elect Paul Walker as DirectorA vishareholders because: * He serves as Chair of the Rem Company's remuneration practices. Support for the rescimprovements to the remuneration policy, following shidirectorships.  Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because: * He serves as Chair of the Remuneration Corremuneration practices. Support for the resolution is we the remuneration policy, following shareholder feedback.	ote FOR this re uneration Com- plution is warra- areholder feedl ors is warranted in is warrante in ittee, and the arranted as:* To	solution is v mittee, and nted as:* T back, and h d as no sign ed, although here are ong the Compan	warranted, alth there are ongo the Company h the has reduced nificant concern to is not without going material of the warrante sol	ough is not wi ping material c as made some the number of as have been ic concern for si concerns over me material im	thout concern for oncerns over the material external dentified.Item 12 hareholders the Company's aprovements to	e				



Location(s): All Locations Institution Account(s): NT RSG01

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Nick Bray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vo. shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resoli improvements to the remuneration policy, following shall directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo the Company ha	ough is not wi ping material c as made some	ithout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is war, the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo he Company	is not without oing material o has made sor	concern for s concerns over me material in	hareholders the Company's nprovements to	·_				
7	Re-elect Peter Gyenes as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vo. shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resoli improvements to the remuneration policy, following shardirectorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo the Company ha	ough is not wi ping material c as made some	ithout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is war, the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made son	concern for s concerns over me material in	hareholders the Company's nprovements to	2-				
8	Re-elect Kris Hagerman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following share directorships.	te FOR this re neration Comi ation is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo he Company ha	ough is not wi ping material c as made some	ithout concern fo concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made son	concern for s concerns over me material in	hareholders the Company's nprovements to	2-				
9	Re-elect Roy Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vo. shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following share directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo the Company ha	ough is not wi ping material c as made some	ithout concern for concerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo he Company	is not without oing material o has made sor	concern for s concerns over me material in	hareholders the Company's nprovements to					



Location(s): All Locations Institution Account(s): NT RSG01

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Re-elect Rick Medlock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these identified. Item 12- Re-elect Paul Walker as DirectorA shareholders because:* He serves as Chair of the Re Company's remuneration practices. Support for the reimprovements to the remuneration policy, following a directorships.	vote FOR this re muneration Com esolution is warra	solution is w mittee, and t nted as:* Th	varranted, alth there are ongo ne Company h	ough is not wo oing material o as made some	ithout concern fo concerns over the e material					
	Blended Rationale: Items 5-11A vote FOR these Direc Re-elect Paul Walker as DirectorA vote FOR this resol because:* He serves as Chair of the Remuneration C remuneration practices. Support for the resolution is we the remuneration policy, following shareholder feedby	lution is warrante committee, and th warranted as:* T	ed, although nere are ongo the Company	is not without oing material has made so	t concern for s concerns over me material in	thareholders the Company's nprovements to					
11	Re-elect Vin Murria as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these identified. Item 12- Re-elect Paul Walker as DirectorA shareholders because:* He serves as Chair of the Re Company's remuneration practices. Support for the reimprovements to the remuneration policy, following suffectorships.	vote FOR this re muneration Com esolution is warra	solution is w mittee, and t nted as:* Th	varranted, alth there are ongo ne Company h	ough is not wo oing material o as made some	ithout concern fo concerns over the e material					
	Blended Rationale: Items 5-11A vote FOR these Direct Re-elect Paul Walker as DirectorA vote FOR this resonance:* He serves as Chair of the Remuneration C remuneration practices. Support for the resolution is well the remuneration policy, following shareholder feedby	lution is warrante committee, and th warranted as:* T	ed, although nere are ongo the Company	is not without oing material has made so	t concern for s concerns over me material in	thareholders the Company's nprovements to	·-				
12	Re-elect Paul Walker as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these identified. Item 12- Re-elect Paul Walker as DirectorA shareholders because:* He serves as Chair of the Re Company's remuneration practices. Support for the reimprovements to the remuneration policy, following sdirectorships.	vote FOR this re muneration Com esolution is warra	solution is w mittee, and t nted as:* Th	varranted, alth there are ongo ne Company h	ough is not wo oing material o as made some	ithout concern for concerns over the e material					
	Blended Rationale: Items 5-11A vote FOR these Directive Re-elect Paul Walker as DirectorA vote FOR this resond because:* He serves as Chair of the Remuneration Confirmed remuneration practices. Support for the resolution is with the remuneration policy, following shareholder feedby	lution is warrante committee, and th warranted as:* T	ed, although nere are ongo the Company	is not without oing material has made so	t concern for s concerns over me material in	thareholders the Company's nprovements to					
13	Reappoint KPMG LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

# **Sophos Group Plc**

roposal lumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise Issue of Equity without Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR t recommended limits.	these resolutions is wa	erranted because	e the propos	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity withor Rights in Connection with an A Other Capital Investment		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote F recommended limits.	FOR these resolutions	is warranted be	cause the p	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR t recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	re within					
19	Authorise Market Purchase of C	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to Call Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		arussell	09/18/2019	arussell	09/18/2019		400,000		400,000
								Total Shares	s: =====	400,000		400,000

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	407,182,673	100.0%	35,919	0.0%	254,887	N/A	Poll	F+A
2	Y	Pass	No	For	15.0%	298,467,382	85.0%	52,715,495	15.0%	56,290,602	N/A	Poll	F+A
3	Υ	Pass	No	For	34.7%	263,808,408	65.3%	140,386,313	34.7%	3,278,758	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	407,455,034	100.0%	6,998	0.0%	11,448	N/A	Poll	F+A
5	Υ	Pass	No	For	17.0%	335,531,574	83.0%	68,634,645	17.0%	3,307,260	N/A	Poll	F+A
6	Υ	Pass	No	For	2.7%	396,299,223	97.3%	11,156,179	2.7%	18,078	N/A	Poll	F+A
7	Υ	Pass	No	For	13.5%	344,809,806	86.5%	53,934,162	13.5%	8,729,511	N/A	Poll	F+A
8	Υ	Pass	No	For	2.3%	398,292,400	97.7%	9,179,270	2.3%	1,810	N/A	Poll	F+A
9	Y	Pass	No	For	4.9%	384,233,650	95.1%	19,922,079	4.9%	3,317,750	N/A	Poll	F+A



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): NT RSG01

	•	,											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
10	Υ	Pass	No	For	5.6%	381,335,583	94.4%	22,750,027	5.6%	3,387,869	N/A	Poll	F+A
11	Υ	Pass	No	For	5.6%	381,666,438	94.4%	22,493,743	5.6%	3,313,299	N/A	Poll	F+A
12	Υ	Pass	No	For	14.1%	325,531,595	85.9%	53,384,658	14.1%	28,557,226	N/A	Poll	F+A
13	Υ	Pass	No	For	1.5%	396,132,443	98.5%	5,902,824	1.5%	5,438,212	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	402,036,830	100.0%	1,451	0.0%	5,435,199	N/A	Poll	F+A
15	Υ	Pass	No	For	0.4%	405,931,750	99.6%	1,511,835	0.4%	29,895	N/A	Poll	F+A
16	Υ	Pass	No	For	3.6%	392,649,219	96.4%	14,782,353	3.6%	39,908	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	407,167,352	99.9%	259,815	0.1%	46,313	N/A	Poll	F+A
18	Υ	Pass	No	For	2.8%	395,864,967	97.2%	11,558,822	2.8%	49,690	N/A	Poll	F+A
19	Υ	Pass	No	For	0.6%	404,664,697	99.4%	2,468,820	0.6%	339,962	N/A	Poll	F+A
20	Υ	Pass	No	For	4.4%	389,718,027	95.6%	17,746,481	4.4%	8,972	N/A	Poll	F+A

## **Supermarket Income REIT Plc**

Earliest Cutoff Date: 09/25/2019	Shares Voted: 689,907	Votable Shares: 689,907	*Shares on Loan: 0	Shares Instructed: 689,907
Primary CUSIP: G8586X105	Primary ISIN: GB00BF345X11	Primary SEDOL:	BF345X1	Proxy Level: N/A
<b>Record Date:</b> 09/27/2019	Meeting Type: Special	Ticker: SUPR		
Meeting Date: 10/01/2019	Country: United Kingdom	Primary Secur	ity ID: G8586X105	Meeting ID: 1365182

**Total Ballots: 1** Voting Policy: ISS **Additional Policy:** 

Proposal Number			Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Issue of Equity in Connection with the Initial Issue and the Placing Programme	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR this transaction is warranted, but it is not without concern for shareholders because: \* The issuance of new ordinary shares under the Initial Issue is dilutive to non-participating shareholders. The main reasons for support are:\* The Issue Price appears to be modest as compared to the Company's market price prior to the announcement; and\* The rationale of the Issue has been clearly provided by the Company, noting that the proceeds are to be allocated to fund the acquisition pipeline of the Company.

Blended Rationale: A vote FOR this transaction is warranted, but it is not without concern for shareholders because: \* The issuance of new ordinary shares under the Initial Issue is dilutive to non-participating shareholders. The main reasons for support are: \* The Issue Price appears to be modest as compared to the Company's market price prior to the announcement; and\* The rationale of the Issue has been clearly provided by the Company, noting that the proceeds are to be allocated to fund the acquisition pipeline of the Company.



the Placing Programme

Location(s): All Locations
Institution Account(s): NT RSG01

## **Supermarket Income REIT Plc**

Proposal Number	•		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Authorise Issue of Equity without Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR this transaction is warranted, but it is not without concern for shareholders because:\* The issuance of new ordinary shares under the Initial Issue is dilutive to non-participating shareholders. The main reasons for support are:\* The Issue Price appears to be modest as compared to the Company's market price prior to the announcement; and\* The rationale of the Issue has been clearly provided by the Company, noting that the proceeds are to be allocated to fund the acquisition pipeline of the Company.

Blended Rationale: A vote FOR this transaction is warranted, but it is not without concern for shareholders because:\* The issuance of new ordinary shares under the Initial Issue is dilutive to non-participating shareholders. The main reasons for support are:\* The Issue Price appears to be modest as compared to the Company's market price prior to the announcement; and\* The rationale of the Issue has been clearly provided by the Company, noting that the proceeds are to be allocated to fund the acquisition pipeline of the Company.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	09/19/2019	arussell	09/19/2019	689,907	689,907
						Total Shares:	689,907	689,907

#### **Meeting Results**

Outstanding Shares Voted: 239,833,219

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.6%	152,148,505	98.4%	2,504,878	1.6%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	1.7%	152,101,387	98.3%	2,553,796	1.7%	0	N/A	Show of hands	F+A

## **Grit Real Estate Income Group Ltd.**

Meeting Date: 10/11/2019 Record Date: 10/04/2019	Country: Mauritius Meeting Type: Special		Primary Security ID: V3854R107 Ticker: GTR				Ме	eting ID: 13	65038	
Primary CUSIP: V3854R107	Primary ISIN: MU0473N00036	Primary SEDOL: BDFBTT0				Pro	xy Level: N/A			
Earliest Cutoff Date: 09/27/2019	<b>Shares Voted:</b> 1,626,850	s: 1,626,850 *Shares on Loan: 0				Sha	res Instructe	<b>1:</b> 1,626,850		
Total Ballots: 1	Voting Policy: ISS			Ac	dditional Polic	:y:				
Proposal Number Proposal Text	Proponent	Votable Proposal Mg	ımt Rec ISS			Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS

Ordinary Resolution Mgmt No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Grit Real Estate Income Group Ltd.**

	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Issue of Shares or Sell Trea Shares for Cash in terms of the Issue	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the issuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the	ant to the Issue in ie.g. issue price, s new ordinary shai	s highly dilutiv ale process, al	e to non-pai nd net proce	rticipating sha eeds).The mail	reholders; and n reasons for s	* Certain terms upport are:* Th					
	Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the	ant to the Issue in e.g. issue price, s new ordinary shai	s highly dilutiv ale process, al	e to non-pai nd net proce	rticipating sha eeds).The mail	reholders; and n reasons for s	* Certain terms upport are:* Th					
	Special Resolution		Mgmt	No								
1	Authorise Issue of Shares or Sell Trea Shares in terms of the Issue without Pre-emptive Rights	asury	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the issuance of new ordinary shares pursua	ant to the Issue i	s highly dilutiv	e to non-pa	rticipating sha	reholders; and	* Certain terms					
	issuance of new ordinary shares pursus of the Issue have not been disclosed (i Company has committed to issue the r clearly explained the rationale and the	ant to the Issue in the g. issue price, s new ordinary shar use of proceeds.	s highly dilutiv ale process, ar es at or above	e to non-pai nd net proce the prevail	rticipating sha eeds).The maii ing NAV per sl	reholders; and n reasons for s hare; and* The	* Certain terms upport are:* Th Company has					
	issuance of new ordinary shares pursus of the Issue have not been disclosed ( Company has committed to issue the n	ant to the Issue in e.g. issue price, s new ordinary shan use of proceeds. proposals is warra	s highly dilutiverale process, and the set or above the set or above the set of the set	e to non-pai nd net proce the prevaili not without	rticipating sha eeds).The maii ing NAV per sl concern for sl	reholders; and n reasons for s hare; and* The hareholders bed	* Certain terms  upport are:* The  Company has  cause:* The	ne				
	issuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these p	ant to the Issue is fee, issue price, is sue price, is new ordinary shall use of proceeds. The proposals is warra ant to the Issue is fee, issue price, is new ordinary shall	s highly dilutiv vale process, and res at or above unted, but it is is highly dilutiv vale process, and	e to non-pai nd net proce the prevail not without e to non-pai nd net proce	rticipating shated shaded shad	reholders; and n reasons for si hare; and* The hareholders bed reholders; and n reasons for si	* Certain terms upport are: * Th Company has cause: * The * Certain terms upport are: * Th	ne				
	issuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the recommitted to issue the recommitment of the Issue that the shares pursuance of the Issue have not been disclosed (Company has committed to issue the recommitment).	ant to the Issue is fee, issue price, is sue price, is new ordinary shall use of proceeds. The proposals is warra ant to the Issue is fee, issue price, is new ordinary shall	s highly dilutiv vale process, and res at or above unted, but it is is highly dilutiv vale process, and	e to non-pai nd net proce the prevail not without e to non-pai nd net proce	rticipating shated shaded shad	reholders; and n reasons for si hare; and* The hareholders bed reholders; and n reasons for si	* Certain terms upport are: * Th Company has cause: * The * Certain terms upport are: * Th	ne				
2	issuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the	ant to the Issue is fee, issue price, is sue price, is new ordinary shall use of proceeds. The proposals is warra ant to the Issue is fee, issue price, is new ordinary shall	is highly dilutiv tale process, and tes at or above anted, but it is to highly dilutiv tale process, and tes at or above	e to non-pai nd net proce the prevail not without e to non-pai nd net proce the prevail	rticipating shated shaded shad	reholders; and n reasons for si hare; and* The hareholders bed reholders; and n reasons for si	* Certain terms upport are: * Th Company has cause: * The * Certain terms upport are: * Th	ne	For	No	No	No
	issuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (Company has committed to issue the reclearly explained the rationale and the Continuation of Ordinary Resolutions	ant to the Issue is fee, issue price, is sue price, is new ordinary shall use of proceeds. The proposals is warra ant to the Issue is fee, issue price, is new ordinary shall	is highly dilutiv tale process, and tes at or above anted, but it is to highly dilutive tale process, and tes at or above	e to non-pa nd net proce the prevail not without e to non-pa nd net proce the prevail No	rticipating sha eeds). The main ing NAV per sl concern for sl rticipating sha eeds). The main ing NAV per sl	reholders; and in reasons for si hare; and* The hareholders bed reholders; and in reasons for si hare; and* The	* Certain terms upport are: * Th Company has cause: * The * Certain terms upport are: * Th	ne	For For	No No	No No	No No
3 Ballot [	issuance of new ordinary shares pursus of the Issue have not been disclosed (is Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (is Company has committed to issue the reclearly explained the rationale and the Continuation of Ordinary Resolutions Elect Sir Samuel Jonah as Director Authorise Ratification of Approved Resolutions	ant to the Issue is e.g. issue price, so new ordinary share use of proceeds. Proposals is warra ant to the Issue is e.g. issue price, so new ordinary share use of proceeds.	is highly dilutiv tale process, and the at or above unted, but it is is highly dilutiv tale process, and the at or above Mgmt Mgmt	e to non-pai nd net proce the prevaili not without e to non-pai nd net proce the prevaili No	rticipating sha eeds). The main ing NAV per sl concern for sl rticipating sha eeds). The main ing NAV per sl For	reholders; and in reasons for si hare; and* The hareholders bee reholders; and in reasons for si hare; and* The For	* Certain terms upport are:* Th Company has cause:* The * Certain terms upport are:* Th Company has	ne For For				
3 Ballot [ Institution	issuance of new ordinary shares pursus of the Issue have not been disclosed (is Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (is Company has committed to issue the reclearly explained the rationale and the Continuation of Ordinary Resolutions  Elect Sir Samuel Jonah as Director  Authorise Ratification of Approved Resolutions  Details  Customary Shares pursus  Details  Customary Committed to issue the reclearly explained the rationale and the Continuation of Ordinary Resolutions  Details  Customary Shares pursus  Customary Committed to issue the reclearly explained to issue	ant to the Issue is fee, issue price, is sue price, is new ordinary shall use of proceeds. The proposals is warra ant to the Issue is fee, issue price, is new ordinary shall	is highly dilutiv tale process, and the at or above unted, but it is is highly dilutiv tale process, and the at or above Mgmt Mgmt	e to non-pa nd net proce the prevail not without e to non-pa nd net proce the prevail No Yes Yes	rticipating sha eeds). The main ing NAV per sl concern for sl rticipating sha eeds). The main ing NAV per sl	reholders; and in reasons for s hare; and* The hareholders bee reholders; and in reasons for s hare; and* The	* Certain terms upport are: * Th Company has cause: * The * Certain terms upport are: * Th	ne For	For		No	No
(IA Nam	issuance of new ordinary shares pursus of the Issue have not been disclosed (is Company has committed to issue the reclearly explained the rationale and the Blended Rationale: A vote FOR these prissuance of new ordinary shares pursus of the Issue have not been disclosed (is Company has committed to issue the reclearly explained the rationale and the Continuation of Ordinary Resolutions  Elect Sir Samuel Jonah as Director  Authorise Ratification of Approved Resolutions  Details  Customary Shares pursus  Details  Customary Cartesian Committed to issue the reclearly explained the rationale and the Continuation of Ordinary Resolutions  Details  Customary Cartesian Committed to issue the reclearly explained the rationale and the Customary Cartesian Customary Cartesian Committed to issue the reclearly explained to issue the reclear e	ant to the Issue is e.g. issue price, so new ordinary share use of proceeds. Oroposals is warra ant to the Issue is e.g. issue price, so new ordinary share use of proceeds.	is highly dilutiv tale process, and the area at or above anted, but it is as highly dilutiv tale process, and the area at or above Mgmt Mgmt Mgmt	e to non-pa nd net proce the prevail not without e to non-pa nd net proce the prevail No Yes Yes	rticipating sha eeds). The main ing NAV per sl concern for sl rticipating sha reds). The main ing NAV per sl For For	reholders; and in reasons for si hare; and* The hareholders bee reholders; and in reasons for si hare; and* The For For	* Certain terms upport are: * Th Company has  cause: * The * Certain terms upport are: * Th Company has  Approver	ne For For	For	No	No	

#### **Meeting Results**

Outstanding Shares Voted: 306,396,035 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.2%	N/A	99.8%	N/A	0.2%	N/A	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.4%	N/A	99.7%	N/A	0.4%	N/A	N/A	Poll	F+A
	N												
2	Υ	Pass	No	For	0.2%	N/A	99.8%	N/A	0.2%	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A

## **Ruffer Protection Strategies - International**

Meeting Date: 10/16/2019 Country: Luxembourg Primary Security ID: L8032E119 Meeting ID: 1370071

**Record Date:** 10/09/2019 **Meeting Type:** Annual **Ticker:** B3MHYZ.F

 Primary CUSIP: L8032E119
 Primary ISIN: LU1148532598
 Primary SEDOL: BTDYMJ4
 Proxy Level: N/A

Earliest Cutoff Date: 10/10/2019 Shares Voted: 2,633,722 Votable Shares: 2,633,722 \*Shares on Loan: 0 Shares Instructed: 2,633,722

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Receive and Approve Board's and Auditor's Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Allocation of Income	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Approve Remuneration of Director Paul Cornet	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this item is warran remuneration.	ted because th	ere is no sig	n of excessive	ness about the	board					
	Blended Rationale: A vote FOR this item is warranted b	ecause there is	s no sign of	excessiveness	about the boar	d remuneration	7.				
4.2	Approve Remuneration of Director Jean Garbois	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR this item is warran remuneration.	ted because th	ere is no sig	n of excessive	ness about the	board					
	Blended Rationale: A vote FOR this item is warranted b	ecause there is	s no sign of	excessiveness	about the boar	d remuneration	7.				
5	Approve Discharge of Directors	Mgmt	Yes	For	For		For	For	No	No	No
6.1	Re-Elect Myles Marmion as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted because composition.	se there is no	known conti	roversy with re	gards to the bo	pard and its					

Blended Rationale: A vote FOR is warranted because there is no known controversy with regards to the board and its composition.



Location(s): All Locations
Institution Account(s): NT RSG01

# **Ruffer Protection Strategies - International**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
6.2	Re-Elect Mary McBain as Direct	tor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I composition.	FOR is warranted beca	use there is no	known cont	roversy with re	egards to the b	oard and its					
	Blended Rationale: A vote FOR a composition.	is warranted because t	here is no know	ın controvei	rsy with regard	ls to the board	and its					
6.3	Re-Elect Jean Garbois as Direc	tor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I composition.	FOR is warranted beca	use there is no	known cont	roversy with re	egards to the b	oard and its					
	Blended Rationale: A vote FOR a composition.	is warranted because t	here is no knov	ın controvei	rsy with regard	s to the board	and its					
6.4	Re-Elect Paul-Emile Cornet as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I composition.	FOR is warranted beca	use there is no	known cont	roversy with re	egards to the b	oard and its					
	Blended Rationale: A vote FOR a composition.	is warranted because t	here is no know	ın controvei	rsy with regard	ls to the board	and its					
6.5	Re-Elect Benjamin Boucher-Fe	te as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I composition.	FOR is warranted beca	use there is no	known cont	roversy with re	egards to the b	oard and its					
	Blended Rationale: A vote FOR a composition.	is warranted because t	here is no know	ın controvei	rsy with regard	ls to the board	and its					
6.6	Elect Aude Lemogne as Directo	or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote I composition.	FOR is warranted beca	use there is no	known cont	roversy with re	egards to the b	oard and its					
	Blended Rationale: A vote FOR a composition.	s warranted because t	here is no knov	ın controvei	rsy with regard	s to the board	and its					
7	Renew Appointment of Ernst 8 Auditor	Young as	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01,	, NT RSG01	RSG01	Confirmed		arussell	10/10/2019	arussell	10/10/2019		2,633,723		2,633,722
								Total Share	s:	2,633,723		2,633,722

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4.1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4.2	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6.1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6.2	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6.3	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6.4	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6.5	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6.6	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **BHP Group Plc**

Meeting Date: 10/17/2019 Country: United Kingdom Primary Security ID: G10877127 Meeting ID: 1356796

Record Date: 10/15/2019 Meeting Type: Annual Ticker: BHP

 Primary CUSIP: G10877127
 Primary ISIN: GB00BH0P3Z91
 Primary SEDOL: BH0P3Z9
 Proxy Level: N/A

Earliest Cutoff Date: 10/11/2019 Shares Voted: 66,778 Votable Shares: 66,778 \*Shares on Loan: 0 Shares Instructed: 66,778

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Appoint Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorise the Risk and Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.

Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

## **BHP Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
5	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	nd durations ai	re within					
6	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
8	Approve Remuneration Report for UK Law Purposes	Mgmt	Yes	For	For		For	For	No	No	No
9	Approve Remuneration Report for Australian Law Purposes	Mgmt	Yes	For	For		For	For	No	No	No
10	Approve Grant of Awards under the Group's Incentive Plans to Andrew Mackenzie	Mgmt	Yes	For	For		For	For	No	No	No
11	Elect Ian Cockerill as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also										
	chairs two other public company boards. Main reason to be so egregious as to warrant withholding support				e at Westpac a	re not considere	ed				
12	Elect Susan Kilsby as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect as significant concerns have been identified. Item 17: Reconsidered warranted although it is not without concewhich has faced various governance, risk and reputation	elect Lindsay M Prn for sharehold	axstedA vote ders on acco	e FOR the re-e unt of:* He is	lection of Linds Chair of Westp	say Maxsted is Pac Banking Corp	ס				

Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:\* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and\* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:\* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.

Maxsted also chairs two other public company boards. Main reason for support:\* The concerns around his role at Westpac are

not considered to be so egregious as to warrant withholding support from his re-election at this time.



Location(s): All Locations Institution Account(s): NT RSG01

# **BHP Group Plc**

Re-elect Terry Bowen as Director	Mamt									ISS
	Mgmt	Yes	For	For		For	For	No	No	No
	ect Lindsay Ma for sharehold i issues in rece ain reason for	axstedA vote lers on accou ent years; an support:* T	e FOR the re-e unt of:* He is nd* In addition The concerns a	election of Lind Chair of Westp In to his role at Around his role	say Maxsted is pac Banking Corp BHP Lindsay	,				
concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for shareho faced various governance, risk and reputation issues in a chairs two other public company boards. Main reason for	MaxstedA vololders on accor recent years; a support:* Th	te FOR the r unt of:* He and* In add e concerns a	re-election of L is Chair of We lition to his role around his role	Lindsay Maxste Estpac Banking e at BHP Linds	nd is considered Corp which has ay Maxsted also	d				
Re-elect Malcolm Broomhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
significant concerns have been identified. Item 17: Re-ele considered warranted although it is not without concern which has faced various governance, risk and reputation. Maxsted also chairs two other public company boards. M not considered to be so egregious as to warrant withhole	ect Lindsay Ma for sharehold in issues in rece lain reason for ding support f	axstedA vote lers on accou ent years; au support:* T from his re-e	e FOR the re-e unt of:* He is nd* In addition The concerns a election at this	election of Lind Chair of Westp In to his role at Peround his role Time.	say Maxsted is pac Banking Corp BHP Lindsay at Westpac are					
concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for shareho faced various governance, risk and reputation issues in a chairs two other public company boards. Main reason for	MaxstedA vololders on accor recent years; a support:* Th	te FOR the r unt of:* He and* In add e concerns a	re-election of L is Chair of We lition to his role around his role	Lindsay Maxste Estpac Banking e at BHP Linds	nd is considered Corp which has ay Maxsted also	d				
Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
significant concerns have been identified. Item 17: Re-eleconsidered warranted although it is not without concern which has faced various governance, risk and reputation. Maxsted also chairs two other public company boards. Most considered to be so egregious as to warrant withhole. Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay.	ect Lindsay Ma for sharehold n issues in rece lain reason for ding support f lect Directors nasstedA voo olders on acco	axstedA vote lers on accord ent years; and support:* T from his re-e N vote FOR t tunt of:* He	e FOR the re-e unt of:* He is nd* In addition The concerns a election at this these Directors re-election of U is Chair of We	election of Lind Chair of Westp In to his role at Around his role time. Is is warranted a Lindsay Maxste Estpac Banking	say Maxsted is nac Banking Corp BHP Lindsay at Westpac are as no significant d is considered Corp which has					
	not considered to be so egregious as to warrant withhold Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehof faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from Re-elect Malcolm Broomhead as Director  Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Monot considered to be so egregious as to warrant withhold Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehof faced various governance, risk and reputation issues in the chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from Re-elect Anita Frew as Director  Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation issues in the considered warranted although it is not without concern which has faced various governance, risk and reputation issues in the considered warranted although it is not without concern which has faced various governance, risk and reputation issues in the considered warranted although it is not without concern which has faced various governance, risk and reputation is a significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation is a significant concerns have been identified. Item 17: Re-elect Lindsay the concerns have been identified.	not considered to be so egregious as to warrant withholding support if Blended Rationale: Items 11-16 & 18-20: Elect and re-elect Directors/concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vow warranted although it is not without concern for shareholders on accofaced various governance, risk and reputation issues in recent years; chairs two other public company boards. Main reason for support:* The tobe so egregious as to warrant withholding support from his re-elect Re-elect Malcolm Broomhead as Director Mgmt  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect Direct Significant concerns have been identified. Item 17: Re-elect Lindsay Maxidered warranted although it is not without concern for sharehold which has faced various governance, risk and reputation issues in recent warranted alto be so egregious as to warrant withholding support in the Blended Rationale: Items 11-16 & 18-20: Elect and re-elect Directors/concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vow warranted although it is not without concern for shareholders on accofaced various governance, risk and reputation issues in recent years; chairs two other public company boards. Main reason for support:* The tobe so egregious as to warrant withholding support from his re-elect Re-elect Anita Frew as Director Mgmt  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect Directors/considered warranted although it is not without concern for sharehold which has faced various governance, risk and reputation issues in recent years; considered warranted although it is not without concern for sharehold which has faced various governance, risk and reputation issues in recent years; considered warranted although it is not without concern for sharehold which has faced various governance, risk and reputation issues in recent years; and the public company boards. Main reason for not considered to be so egregious as to warrant withholding support in the public company boards. Main reason for not considered	not considered to be so egregious as to warrant withholding support from his re-e- Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR the concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the faced various governance, risk and reputation issues in recent years; and* In add chairs two other public company boards. Main reason for support:* The concerns to be so egregious as to warrant withholding support from his re-election at this to the so egregious as to warrant withholding support from his re-election at this to the solution of the public company boards. Main reason for support:* The concerns to be so egregious as to warrant withholding support from his re-election at this to be so egregious as to warrant withholding support from his re-elect DirectorsA vote for significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote considered warranted although it is not without concern for shareholders on account which has faced various governance, risk and reputation issues in recent years; and Maxsted also chairs two other public company boards. Main reason for support: For not considered to be so egregious as to warrant withholding support from his re-elect Concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the warranted although it is into the without concern for shareholders on account of: For the decay various governance, risk and reputation issues in recent years; and Fine decay various governance, risk and reputation issues in recent years; and for support: The concerns to be so egregious as to warrant withholding support from his re-elect DirectorsA vote for significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote for significant concerns have been identified. Item 17: Re-elect DirectorsA vote for significant concerns have been identified. Item 17: Re-elect DirectorsA vote for significant concerns have been identified. Item 17: Re-elect DirectorsA vote for the significant concerns have	not considered to be so egregious as to warrant withholding support from his re-election at this Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of a warranted although it is not without concern for shareholders on account of:* He is Chair of We faced various governance, risk and reputation issues in recent years; and* In addition to his role to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Broomhead as Director Mgmt Yes For  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these DirectorsIdered warranted although it is not without concern for shareholders on account of:* He is which has faced various governance, risk and reputation issues in recent years; and* In addition. Maxsted also chairs two other public company boards. Main reason for support:* The concerns and considered to be so egregious as to warrant withholding support from his re-election at this Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR these Directors concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR these Directors concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR these Directors warranted although it is not without concern for shareholders on account of:* He is Chair of We faced various governance, risk and reputation issues in recent years; and* In addition to his role to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Anita Frew as Director Mgmt Yes For  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors which has faced various governance, risk and reputation issues in recent years; and* In addition to his role to be so egregious as to warrant wi	not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Linds chairs two other public company boards. Main reason for support:* The concerns around his role at Westpac at to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Broomhead as Director Mgmt Yes For For  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warrant significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Linds considered warranted although it is not without concern for shareholders on account of: * He is Chair of Westp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at Maxsted also chairs two other public company boards. Main reason for support: * The concerns around his role not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted acconcerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted warranted although it is not without concern for shareholders on account of: * He is Chair of Westpac Banking faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Linds chairs two other public company boards. Main reason for support: * The concerns around his role at to be so egregious as to warrant withholding su	Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Broomhead as Director Mgmt Yes For For  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Anita Frew as Director Mgmt Yes For	not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MasstedA vote FOR the re-election of Lindsay Massted is considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Massted also chairs two other public company boards. Main reason for support: * The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Broomhead as Director Mgmt Yes For For For For Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect Directors A vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Massted A vote FOR the re-election of Lindsay Massted is considered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Massted also chairs two other public company boards. Main reason for support: * The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Massted A vote FOR the re-election of Lindsay Massted is considered warranted although it is not without concern for shareholders on account of: * He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent	Blended Rationale: Items 11-16 & 18-20: Elect and re-elect Directors A vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted A vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of: *He is Chair of Westpas Banking Corp which has faced various governance, risk and reputation issues in recent years; and *In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support: *The concerns around his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support: *The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Broomhead as Director  Mgmt Yes For	Blended Rationale: Items 11-16 & 18-20: Elect and re-elect Directors' vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted Note FOR the re-election of Lindsay Maxsted is considered warranted at Multiput in the not without concern for shareholders on account of: *H eis Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support: *The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Bromhead as Director Mgmt Yes For For For For For No  Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect Directors4 vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted A vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of: *He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect Directors4 vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted A vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of: *He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support: *The concerns around his role at BHP Lindsay Maxsted is considered warranted although it is	Blended Rationale: Tems 11-16 & 18-20: Elect and re-elect Directors A vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted Vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of: *He is Chair of Westpac are not considered various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs woo other public company boards. Main reason for support. *The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.  Re-elect Malcolm Broomhead as Director Mgmt Yes For For For For For No No No Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect Directors 4 vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay Maxsted 4 vote FOR the re-election of Lindsay Maxsted is considered various governance, risk and reputation issues in recent years; and *In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support *The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election of Lindsay Maxsted is considered warranted although it is not without concern withholding support from his re-election of Lindsay Maxsted is considered warranted although it is not without concern for support.* The concerns around his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support from his re-election of Lindsay Maxsted also considered warranted although it is not without concern for support from his re-election of Lindsay Maxsted is considered warranted withough it is not without concern for support from his re-election of Lindsay Maxsted also chairs two other public company boards. Main reason for support from his re-election of



Location(s): All Locations
Institution Account(s): NT RSG01

# **BHP Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
16	Re-elect Andrew Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-eleconsidered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Mont considered to be so egregious as to warrant withhole	ect Lindsay Ma for sharehold i issues in rece ain reason for	axstedA vote lers on acco ent years; a support:* I	e FOR the re-e unt of:* He is nd* In addition The concerns a	election of Lind Chair of West In to his role at Around his role	lsay Maxsted is pac Banking Corp BHP Lindsay	,				
	Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehefaced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from	MaxstedA vololders on accor recent years; a support:* Th	te FOR the i unt of:* He and* In add e concerns i	re-election of L is Chair of We lition to his role around his role	Lindsay Maxste Estpac Banking e at BHP Linds	ed is considered Corp which has ay Maxsted also					
17	Re-elect Lindsay Maxsted as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-electonsidered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Mot considered to be so egregious as to warrant withhold Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehed faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for	ect Lindsay M. for sharehold in issues in reco ain reason for ding support I lect Directors MaxstedA vo. olders on acco	axstedA vota lers on acco ent years; a support:* i from his re-e vote FOR t te FOR the i unt of:* He and* In add	e FOR the re-eunt of:* He is nd* In addition The concerns a election at this these Directors re-election of Le is Chair of Weltion to his role	election of Lind Chair of Westy In to his role at around his role time. is warranted Lindsay Maxste stpac Banking e at BHP Linds	Isay Maxsted is pac Banking Corp. BHP Lindsay at Westpac are as no significant at is considered in Corp which has ay Maxsted also					
	to be so egregious as to warrant withholding support from										
18	Re-elect John Mogford as Director  Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. M not considered to be so egregious as to warrant withhold Blended Rationale: Items 11-16 & 18-20: Elect and re-econcerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehed faced various governance, risk and reputation issues in chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from the support of the support	ect Lindsay M. for sharehold in issues in recordain reason for ding support I lect Directors MaxstedA vo. olders on accordecent years; of resupport:* The	axstedA votices on acco ent years; a support: *; from his re-e vote FOR the from the individual of the te FOR the individual of the econcerns of the individual of the econcerns of the individual of the individu	e FOR the re-e unt of:* He is nd* In addition The concerns a election at this these Directors re-election of L is Chair of We dition to his role around his role	election of Lind Chair of Westy In to his role at around his role time. is warranted Lindsay Maxste stpac Banking e at BHP Linds	Isay Maxsted is pac Banking Corp. BHP Lindsay at Westpac are as no significant at is considered in Corp which has ay Maxsted also		For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

## **BHP Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Against ion Mgmt	Vote Agains Policy	Vote t Against ISS
19	Re-elect Shriti Vadera as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item significant concerns have bee considered warranted althou which has faced various gove Maxsted also chairs two othe not considered to be so egreg	on identified.Item 17: Re- on it is not without concel ornance, risk and reputati or public company boards.	elect Lindsay M rn for sharehold on issues in rec Main reason fol	laxstedA vol ders on acco ent years; a r support:*	te FOR the re-e ount of:* He is o and* In addition The concerns a	lection of Linds Chair of Westp In to his role at Tround his role	say Maxsted is ac Banking Corp BHP Lindsay					
	Blended Rationale: Items 11- concerns have been identified warranted although it is not a faced various governance, ris chairs two other public comp to be so egregious as to warn	d.Item 17: Re-elect Linds without concern for share k and reputation issues in any boards.Main reason f	ay MaxstedA vo holders on acco n recent years; for support:* Th	nte FOR the nunt of:* He and* In ad ne concerns	re-election of L e is Chair of We. dition to his role around his role	indsay Maxste stpac Banking e at BHP Lindsa	d is considered Corp which has ay Maxsted also					
20	Re-elect Ken MacKenzie as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	which has faced various gove Maxsted also chairs two othe not considered to be so egreg Blended Rationale: Items 11- concerns have been identified warranted although it is not i faced various governance, ris chairs two other public comp to be so egregious as to war	round his role time. is warranted a indsay Maxste stpac Banking e at BHP Lindsa	at Westpac are as no significant d is considered Corp which has ay Maxsted also									
	Shareholder Proposals	5 ,,	Mgmt	No								
21	Amend Constitution of BHP	Group Limited	SH	Yes	Against	Against		Against	Against	No	No	No
22	Approve Suspension of Men Industry Associations That A Lobbying Inconsistent with Paris Agreement	Are Involved in	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		Auto-Instructed	10/15/2019	Auto-Approved	10/15/2019		66,778		66,778
								Total Shares:				
									'	66,778		66,778

Voting

Summary

Dissident

Proposal

Mgmt

Rec

Item

#

For

Dissent

Level

For

Against

Abstain

Against

Result

Type

Abstain

Base

### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.4%	3,113,182,321	99.6%	12,565,307	0.4%	36,059,445	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	3,153,312,644	99.9%	3,061,009	0.1%	5,431,081	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	3,150,595,541	99.8%	5,390,202	0.2%	5,801,538	N/A	Poll	F+A
4	Υ	Pass	No	For	1.8%	3,095,761,004	98.2%	57,296,223	1.8%	8,750,165	N/A	Poll	F+A
5	Υ	Pass	No	For	1.8%	3,095,772,396	98.2%	56,994,023	1.8%	9,039,487	N/A	Poll	F+A
6	Υ	Pass	No	For	0.6%	3,134,981,652	99.4%	20,237,429	0.6%	6,553,647	N/A	Poll	F+A
7	Υ	Pass	No	For	6.5%	2,934,332,039	93.5%	203,907,720	6.5%	23,166,578	N/A	Poll	F+A
8	Υ	Pass	No	For	2.7%	3,054,188,352	97.3%	86,216,379	2.7%	21,012,150	N/A	Poll	F+A
9	Υ	Pass	No	For	3.3%	3,044,797,424	96.7%	105,394,556	3.3%	11,217,511	N/A	Poll	F+A
10	Υ	Pass	No	For	2.5%	3,072,293,401	97.5%	79,330,750	2.5%	10,460,699	N/A	Poll	F+A
11	Υ	Pass	No	For	0.2%	3,149,581,523	99.8%	5,801,867	0.2%	6,433,861	N/A	Poll	F+A
12	Υ	Pass	No	For	1.1%	3,122,110,362	98.9%	33,427,852	1.1%	6,271,454	N/A	Poll	F+A
13	Υ	Pass	No	For	1.0%	3,124,014,076	99.0%	31,257,113	1.0%	6,547,598	N/A	Poll	F+A
14	Υ	Pass	No	For	1.1%	3,027,052,874	98.9%	32,716,019	1.1%	102,047,893	N/A	Poll	F+A
15	Υ	Pass	No	For	1.1%	3,122,452,983	98.9%	33,228,397	1.1%	6,135,407	N/A	Poll	F+A
16	Υ	Pass	No	For	1.0%	3,123,743,399	99.0%	32,305,653	1.0%	5,765,867	N/A	Poll	F+A
17	Υ	Pass	No	For	2.6%	2,980,191,068	97.4%	79,567,527	2.6%	102,057,892	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	3,124,165,627	99.0%	31,360,788	1.0%	6,290,372	N/A	Poll	F+A
19	Υ	Pass	No	For	1.2%	3,023,504,331	98.8%	36,352,546	1.2%	101,954,982	N/A	Poll	F+A
20	Υ	Pass	No	For	2.0%	3,092,635,298	98.0%	63,120,017	2.0%	6,063,471	N/A	Poll	F+A
	N												
21	Υ	Fail	No	Against	15.3%	444,144,845	15.3%	2,455,287,247	84.7%	262,330,577	N/A	Poll	F+A
22	Υ	N/A	No	Against	27.1%	820,616,635	27.1%	2,210,659,290	72.9%	130,375,242	N/A	Poll	F+A

# **Hipgnosis Songs Fund Ltd.**

Meeting Date: 10/17/2019 Record Date: 10/15/2019	Country: Guernsey Meeting Type: Special	Primary Security ID: G4497R113 Ticker: SONG	Meeting ID: 1367442
Primary CUSIP: G4497R113	Primary ISIN: GG00BFYT9H72	Primary SEDOL: BFYT9H7	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): NT RSG01

## **Hipgnosis Songs Fund Ltd.**

Earliest Cutoff Date: 10/11/2019 Shares Voted: 1,781,379

Voting Policy: ISS

Votable Shares: 1,781,379 \*Shares on Loan: 0

Shares Instructed: 1,781,379

Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Issue of Equity without Pre-emptive Rights in Connection with the Placing Programmes	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this transactic			, ,		σ,					

compelling business case as to why the proposed fundraising structure is the most appropriate action for shareholders.

Blended Rationale: A vote AGAINST this transaction is warranted because:\* The proposed issuance of shares is highly dilutive

Blended Rationale: A vote AGAINST this transaction is warranted because: The proposed issuance of shares is highly dilutive to shareholders. The Company has not clearly specified the use of proceeds. The Company has not provided a compelling business case as to why the proposed fundraising structure is the most appropriate action for shareholders.

#### **Ballot Details**

Total Ballots: 1

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	10/10/2019	arussell	10/10/2019	1,781,379	1,781,379
						Total Shares:	1,781,379	1,781,379

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.8%	275,552,988	99.2%	2,181,242	0.8%	374,428	N/A	Poll	F+A

### **Tufton Oceanic Assets Ltd.**

Meeting Date: 10/25/2019 Country: Guernsey Primary Security ID: G91213101 Meeting ID: 1364977

Record Date: 10/23/2019 Meeting Type: Annual Ticker: SHIP

Primary CUSIP: G91213101 Primary ISIN: GG008DFC1649 Primary SEDOL: BDFC164 Proxy Level: N/A

Earliest Cutoff Date: 10/21/2019 Shares Voted: 2,348,347 Votable Shares: 2,348,347 \*Shares on Loan: 0 Shares Instructed: 2,348,347

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Ratify PricewaterhouseCoopers CI LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

## **Tufton Oceanic Assets Ltd.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
4	Re-elect Robert King as Directo	or	Mgmt	Yes	For	For		For	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: Item 4/because:* Apart from his role acould compromise his ability to external commitments are at imappropriate. His external committee Page and Paul Barnes is wanted	s Chair of the Company, commit sufficient time t vestment companies. Ta itments will be kept und	he also has di to his role in the aking this facto der review.Item	irectorships e Company r into accou ns 5 and 6A	at other public The main reas Int, a degree of vote FOR the I	cly listed compa on for support f flexibility is co	anies, which is:* All of his onsidered	)				
	Blended Rationale: Item 4A vote Apart from his role as Chair of t	he Company, he also ha	as directorships	at other po	ublicly listed co	mpanies, which	h could					
	compromise his ability to comm. commitments are at investment external commitments will be ke Barnes is warranted because no	companies. Taking this ept under review.Items	factor into acc 5 and 6A vote	count, a deg FOR the re-	gree of flexibilit	ty is considered	l appropriate.	His				
5	Re-elect Stephen Le Page as D	irector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 44 because:* Apart from his role at could compromise his ability to external commitments are at in appropriate. His external committee Page and Paul Barnes is wan Blended Rationale: Item 4A vote Apart from his role as Chair of the compromise his ability to commitments are at investment external commitments will be ke	s Chair of the Company, commit sufficient time to vestment companies. Ta itments will be kept und ranted because no signi e FOR the re-election of the Company, he also ha it sufficient time to his r companies. Taking this	, he also has d to his role in the eking this facto der review.Item ficant concerns Rob King is we as directorships role in the Com a factor into acc	irectorships e Company r into accou s 5 and 6A s have been arranted, an s at other popany. The n count, a deg	at other public The main reas Int, a degree o vote FOR the in identified. Ithough it is now sublicly listed commain reason for gree of flexibility	cly listed comparion for support  of flexibility is core-election of S  t without concermpanies, which support is:* A  ty is considered	anies, which is:* All of his onsidered tephen (Steve) ern because:* h could Il of his extern I appropriate.	al His				
6	Barnes is warranted because no Re-elect Paul Barnes as Direct	_	<i>ve been identii</i> Mgmt	fied. Yes	For	For		For	For	No	No	No
·	Voting Policy Rationale: Item 44 because:* Apart from his role accould compromise his ability to external commitments are at invappropriate. His external committee Page and Paul Barnes is wanted	vote FOR the re-elections Chair of the Company, commit sufficient time to vestment companies. Takents will be kept und	on of Rob King , he also has d to his role in the aking this facto der review.Item	is warrante irectorships e Company r into accou ss 5 and 6A	ed, although it i at other public The main reas unt, a degree o vote FOR the i	is not without of cly listed compa on for support of flexibility is co	anies, which is:* All of his onsidered		101			NO
	Blended Rationale: Item 4A vote Apart from his role as Chair of the compromise his ability to comme commitments are at investment external commitments will be ke Barnes is warranted because no	he Company, he also ha it sufficient time to his r companies. Taking this ept under review.Items	as directorships role in the Com s factor into acc 5 and 6A vote	at other popany.The name count, a deg FOR the re-	ublicly listed co nain reason for gree of flexibilit	mpanies, which support is:* A ty is considered	h could Il of his extern I appropriate.	His				
7	Authorise Market Purchase of 0	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares	:	Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		arussell	10/15/2019	arussell	10/15/2019		2,348,347		2,348,347



Location(s): All Locations Institution Account(s): NT RSG01

### **Tufton Oceanic Assets Ltd.**

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	31.1%	103,806,021	68.9%	46,831,744	31.1%	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	31.1%	103,806,021	68.9%	46,831,744	31.1%	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	150,637,765	100.0%	0	0.0%	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	17.9%	114,482,206	82.1%	24,893,063	17.9%	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	31.1%	103,806,021	68.9%	46,831,744	31.1%	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	150,637,765	100.0%	0	0.0%	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	150,637,765	100.0%	0	0.0%	N/A	N/A	Poll	F+A

## **Supermarket Income REIT Plc**

Meeting Date: 11/07/2019

Country: United Kingdom

Primary Security ID: G8586X105

Meeting ID: 1369909

**Record Date:** 11/05/2019

Meeting Type: Annual

Ticker: SUPR

Primary SEDOL: BF345X1

Proxy Level: N/A

Primary CUSIP: G8586X105

Primary ISIN: GB00BF345X11

\*Shares on Loan: 0

Shares Instructed: 689,907

Earliest Cutoff Date: 11/01/2019

Shares Voted: 689,907

Votable Shares: 689,907

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve the Company's Dividend Policy	Mgmt	Yes	For	For		For	For	No	No	No
4	Re-elect Nick Hewson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Na significant concerns have been identified.	ick Hewson, V	ince Prior ar	nd Jon Austen i	is warranted be	ecause no					
	Blended Rationale: A vote FOR the re-election of Nick H concerns have been identified.	ewson, Vince	Prior and Jo	n Austen is wa	rranted becaus	se no significant	t				
5	Re-elect Vince Prior as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Votina Policy Rationale: A vote FOR the re-election of N.	ick Hewson, V	ince Prior ar	nd Jon Austen i	is warranted be	ecause no					

significant concerns have been identified.

Blended Rationale: A vote FOR the re-election of Nick Hewson, Vince Prior and Jon Austen is warranted because no significant concerns have been identified.



Location(s): All Locations Institution Account(s): NT RSG01

# **Supermarket Income REIT Plc**

roposal Iumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Jon Austen as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A v significant concerns have b		Nick Hewson, V	ince Prior al	nd Jon Austen	is warranted be	ecause no					
	Blended Rationale: A vote i concerns have been identifi		Hewson, Vince	Prior and Jo	n Austen is wa	arranted becaus	se no significan	t				
7	Reappoint BDO LLP as Au	ditors	Mgmt	Yes	For	For		For	For	No	No	No
8	Authorise Board to Fix Re Auditors	muneration of	Mgmt	Yes	For	For		For	For	No	No	No
9	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A virecommended limits.	vote FOR these resolutions	is warranted bed	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote i recommended limits.	FOR these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	e within					
10	Authorise Issue of Equity Rights	without Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A v recommended limits.	vote FOR these resolutions	is warranted bed	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote i recommended limits.	FOR these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	e within					
11	Authorise Issue of Equity Rights in Connection with Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A v	rote FOR these resolutions	is warranted bed	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote i recommended limits.	FOR these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	e within					
12	Authorise Market Purchase	e of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise the Company to Meeting with Two Weeks'		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		arussell	10/28/2019	arussell	10/28/2019		689,907		689,907
								Total Shares	. <del></del>	689,907		689,907

#### **Meeting Results**

Outstanding Shares Voted: 337,872,434 Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Shares Instructed: 1,750,500

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): NT RSG01

		•											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.1%	196,522,584	99.9%	291,086	0.1%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.2%	196,502,786	99.8%	310,884	0.2%	0	N/A	Show of hands	F+A
3	Y	Pass	No	For	0.1%	196,522,584	99.9%	291,086	0.1%	0	N/A	Show of hands	F+A
4	Y	Pass	No	For	0.2%	191,923,615	99.8%	306,086	0.2%	4,583,969	N/A	Show of hands	F+A
5	Y	Pass	No	For	0.2%	196,502,786	99.8%	306,086	0.2%	4,798	N/A	Show of hands	F+A
6	Y	Pass	No	For	0.2%	196,502,786	99.8%	306,086	0.2%	4,798	N/A	Show of hands	F+A
7	Y	Pass	No	For	0.2%	193,281,536	99.8%	295,884	0.2%	3,236,250	N/A	Show of hands	F+A
8	Y	Pass	No	For	0.2%	196,517,786	99.8%	295,884	0.2%	0	N/A	Show of hands	F+A
9	Y	Pass	No	For	0.2%	196,502,786	99.8%	310,884	0.2%	0	N/A	Show of hands	F+A
10	Y	Pass	No	For	1.7%	193,403,868	98.3%	3,409,802	1.7%	0	N/A	Show of hands	F+A
11	Υ	Pass	No	For	3.4%	190,167,618	96.6%	6,646,052	3.4%	0	N/A	Show of hands	F+A
12	Υ	Pass	No	For	0.2%	196,443,868	99.8%	365,004	0.2%	4,798	N/A	Show of hands	F+A
13	Y	Pass	No	For	0.2%	196,456,868	99.8%	356,802	0.2%	0	N/A	Show of hands	F+A

## The PRS REIT Plc

Earliest Cutoff Date: 11/19/2019

Meeting Date: 11/25/2019 Record Date: 11/21/2019	Country: United Kingdom  Meeting Type: Annual	Primary Security ID: G7282R107  Ticker: PRSR	Meeting ID: 1366955
Primary CUSIP: G7282R107	Primary ISIN: GB00BF01NH51	Primary SEDOL: BF01NH5	Proxy Level: N/A

\*Shares on Loan: 0

Votable Shares: 1,750,500

Total Ballots: 1 Voting Policy: ISS Additional Policy:

**Shares Voted:** 1,750,500

							•				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Jim Prower as Director	Mgmt	Yes	For	For		For	For	No	No	No
5	Reappoint RSM UK Audit LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): NT RSG01

## The PRS REIT Plc

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
7	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 7 of are within recommended limits.It authority sought under Item 8, til	em 9A vote AGAINST	this resolution	is warrante	d because:* W	, Then combined	with the	าร				
	Blended Rationale: Items 7 and 8 within recommended limits. Item sought under Item 8, the propositions	9A vote AGAINST this	resolution is w	arranted be	ecause:* When	combined with						
8	Authorise Issue of Equity without Rights	ut Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 7 are within recommended limits.It authority sought under Item 8, ti	em 9A vote AGAINST	this resolution	is warrante	d because:* W	, Ihen combined	with the	าร				
	within recommended limits. Item	nded Rationale: Items 7 and 8A vote FOR these resolutions is warranted because the proposed amounts and durations are hin recommended limits. Item 9A vote AGAINST this resolution is warranted because: * When combined with the authority ght under Item 8, the proposed amount exceeds recommended limit of 10 percent of issued share capital.										
9	Authorise Issue of Equity without Rights (Additional Authority)	ut Pre-emptive	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: Items 7 are within recommended limits.It authority sought under Item 8, ti	em 9A vote AGAINST	this resolution	is warrante	d because:* W	, Ihen combined	with the	าร				
	Blended Rationale: Items 7 and 8 within recommended limits.Item sought under Item 8, the proposi	9A vote AGAINST this	resolution is w	arranted be	ecause:* When	combined with						
10	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		arussell	11/15/2019	arussell	11/15/2019		1,750,500		1,750,500
								Total Shares	<u></u>	1,750,500		1,750,500

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	386,129,706	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	386,124,106	100.0%	5,600	0.0%	0	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	386,124,106	100.0%	5,600	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	2.6%	376,240,944	97.4%	9,888,762	2.6%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	386,127,503	100.0%	2,203	0.0%	0	N/A	Poll	F+A



Location(s): All Locations

2.1.2

Institution Account(s): NT RSG01

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
6	Υ	Pass	No	For	0.0%	386,129,706	100.0%	0	0.0%	0	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	386,101,003	100.0%	2,203	0.0%	26,500	N/A	Poll	F+A
8	Υ	Pass	No	For	0.4%	384,667,842	99.6%	1,435,364	0.4%	26,500	N/A	Poll	F+A
9	Υ	Pass	No	For	15.0%	328,175,005	85.0%	57,928,201	15.0%	26,500	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	386,116,360	100.0%	10,846	0.0%	2,500	N/A	Poll	F+A

### **Grit Real Estate Income Group Ltd.**

Re-elect Bronwyn Corbett as Director

Meeting Date: 11/29/2019	Country: Mauritius	Primary Security ID	: V3854R107	Meeting ID: 1375297
<b>Record Date:</b> 11/22/2019	Meeting Type: Annual	Ticker: GTR		
Primary CUSIP: V3854R107	Primary ISIN: MU0473N00036	Primary SEDOL: BDFBT	го	Proxy Level: N/A
Earliest Cutoff Date: 11/15/2019	<b>Shares Voted:</b> 1,626,850	Votable Shares: 1,626,850	*Shares on Loan: 0	Shares Instructed: 1,626,850
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Ordinary Resolutions	Mgmt	No								
1	Accept Financial Statements and Statutory Reports for the Year Ended 30 June 2019	Mgmt	Yes	For	For		For	For	No	No	No
2.1.1	Re-elect Peter Todd as Director	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAI	NST these iter	ns is warran	ted:* Peter To	dd and Nomzai	mo Radebe are					

For

For

For

No

No

No

non-independent NEDs who serve as members of the Nomination Committee on which there is no majority of independent NEDs among the NEDs. Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2.2A vote FOR these items is warranted: \* No issues have been identified in relation to the re-election/election of these Directors.

Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST these items is warranted: \* Peter Todd and Nomzamo Radebe are non-independent NEDs who serve as members of the Nomination Committee on which there is no majority of independent NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2.2A vote FOR these items is warranted:\* No issues have been identified in relation to the re-election/election of these Directors.

Mgmt

Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAINST these items is warranted:\* Peter Todd and Nomzamo Radebe are non-independent NEDs who serve as members of the Nomination Committee on which there is no majority of independent NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2.2A vote FOR these items is warranted:\* No issues have been identified in relation to the re-election/election of these Directors.

Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST these items is warranted:\* Peter Todd and Nomzamo Radebe are non-independent NEDs who serve as members of the Nomination Committee on which there is no majority of independent NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2.2A vote FOR these items is warranted:\* No issues have been identified in relation to the re-election/election of these Directors.



Location(s): All Locations Institution Account(s): NT RSG01

# **Grit Real Estate Income Group Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1.3	Re-elect Leon van de Moortele as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAIN non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	vhich there is n	o majority of ii	ndependent					
	Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST to non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	which there is n	o majority of ii	ndependent					
2.1.4	Re-elect Nomzamo Radebe as Director	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAIN non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	vhich there is n	o majority of ii	ndependent					
	Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST to non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	which there is n	o majority of ii	ndependent					
2.1.5	Re-elect Catherine McIlraith as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAIN non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	which there is n	o majority of ii	ndependent					
	Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST to non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	which there is n	o majority of ii	ndependent					
2.1.6	Re-elect Ian Macleod as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAIN non-independent NEDs who serve as members of the No NEDs among the NEDs. Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	vhich there is n	o majority of ii	ndependent					
	Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST to non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	which there is n	o majority of in	ndependent					
2.1.7	Re-elect Sir Samuel Jonah as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGAIN non-independent NEDs who serve as members of the No NEDs among the NEDs. Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FO	nmittee on v	vhich there is n	o majority of ii	ndependent					
	Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINST to non-independent NEDs who serve as members of the No NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & 2 identified in relation to the re-election/election of these D	mination Con 2.2A vote FOI	nmittee on v	which there is n	o majority of in	ndependent					



Location(s): All Locations
Institution Account(s): NT RSG01

## **Grit Real Estate Income Group Ltd.**

Proposal	Real Estate Income Group Li	.u.	Votable			Additional	Voting	Vote	Vote Against	Vote Against	Vote Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS
2.1.8	Re-elect Bright Laaka as Alternate Director	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is w NED, Nomzamo Radebe. In light of the opposition to to re-election is also warranted.	-					nt				
	Blended Rationale: A vote AGAINST this item is warran NED, Nomzamo Radebe. In light of the opposition to to re-election is also warranted.	-				•					
2.2	Elect David Love as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 2.1.1 & 2.1.4A vote AGA non-independent NEDs who serve as members of the N NEDs among the NEDs.Items 2.1.2-2.1.3, 2.1.5-2.1.7 & identified in relation to the re-election/election of these	Nomination Con & 2.2A vote FO	nmittee on v	which there is	no majority of	independent	,				
	Blended Rationale: Items 2.1.1 & 2.1.4A vote AGAINS: non-independent NEDs who serve as members of the NEDs among the NEDs. Items 2.1.2-2.1.3, 2.1.5-2.1.7 & identified in relation to the re-election/election of these	Nomination Con & 2.2A vote FO	nmittee on v	which there is	no majority of	independent					
3	Reappoint PwC Mauritius as Auditors of the Company with Olivier Rey as the Designated Audit Partner and Reappoint PwC UK as Auditors for JSE and LSE Purposes and Authorise Their Remuneration	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Non-Executive Directors' Remuneration	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is welevels and has not provided a compelling explanation for appears relatively high for a Company of this size.				-						
	Blended Rationale: A vote AGAINST this item is warrar and has not provided a compelling explanation for the relatively high for a Company of this size.						s				
5	Authorise Issue of Shares	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorise Ratification of Approved Resolutions	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is w	arranted:* The	remuneration	on policy inclu	des an element	t of retesting.					
	Blended Rationale: A vote AGAINST this item is warran	nted:* The rem	uneration po	olicy includes a	nn element of r	etesting.					
8	Approve Implementation Report on the Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Special Resolutions	Mgmt	No								
1	Authorise Board to Issue Shares for Cash	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Reduction in Capital for Antecedent Distributions	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorise Repurchase of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): NT RSG01

# **Grit Real Estate Income Group Ltd.**

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	11/18/2019	arussell	11/18/2019	1,626,850	1,626,850
						Total Shares:	1,626,850	1,626,850

### **Meeting Results**

Outstanding Shares Voted: 306,396,035

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
2.1.1	Y	Pass	No	For	4.7%	N/A	95.3%	N/A	4.7%	N/A	N/A	Poll	F+A
2.1.2	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
2.1.3	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
2.1.4	Υ	Pass	No	For	4.9%	N/A	95.1%	N/A	4.9%	N/A	N/A	Poll	F+A
2.1.5	Υ	Pass	No	For	4.1%	N/A	95.9%	N/A	4.1%	N/A	N/A	Poll	F+A
2.1.6	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
2.1.7	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
2.1.8	Y	Pass	No	For	4.9%	N/A	95.1%	N/A	4.9%	N/A	N/A	Poll	F+A
2.2	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
3	Y	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
4	Y	Pass	No	For	4.7%	N/A	95.3%	N/A	4.7%	N/A	N/A	Poll	F+A
5	Y	Pass	No	For	6.4%	N/A	93.6%	N/A	6.4%	N/A	N/A	Poll	F+A
6	Y	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	42.2%	N/A	57.8%	N/A	42.2%	N/A	N/A	Poll	F+A
8	Y	Pass	No	For	45.3%	N/A	54.7%	N/A	45.3%	N/A	N/A	Poll	F+A
	N												
1	Y	Pass	No	For	6.7%	N/A	93.3%	N/A	6.7%	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	N/A	100.0%	N/A	0.0%	N/A	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): NT RSG01

## **Sophos Group Plc**

Meeting Date: 12/03/2019	Country: United Kingdom	Primary Security ID: G8T826102	Meeting ID: 1376517
<b>Record Date:</b> 11/29/2019	Meeting Type: Special	Ticker: SOPH	

Primary CUSIP: G8T826102 Primary ISIN: GB00BYZFZ918 Primary SEDOL: BYZFZ91 Proxy Level: N/A

Earliest Cutoff Date: 11/27/2019 Shares Voted: 400,000 Votable Shares: 400,000 \*Shares on Loan: 0 Shares Instructed: 400,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Matters Relating to the Recommended Cash Acquisition of Sophos Group plc by Surf Buyer Limited	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	11/27/2019	arussell	11/27/2019	400,000	400,000
						Total Shares:	400,000	400,000

#### **Meeting Results**

Outstanding Shares Voted: 491,156,953 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	3.6%	266,483,723	96.4%	9,926,260	3.6%	190,478	N/A	Poll	F+A

Meeting Date: 12/03/2019 Record Date: 11/29/2019	Country: United Kingdom  Meeting Type: Court		imary Security ID: G8T cker: SOPH	826102	<b>Meeting ID:</b> 1376658		
Primary CUSIP: G8T826102	Primary ISIN: GB00BYZFZ918	Pri	mary SEDOL: BYZFZ91		Proxy Level: N/A		
Earliest Cutoff Date: 11/27/2019	Shares Voted: 400,000	Votable Shares: 400	),000 *Sh	hares on Loan: 0	Shares Instructed: 400,000		
Total Ballots: 1	al Ballots: 1 Voting Policy: ISS			ditional Policy:			

Total Ballots: 1		Voting Policy: ISS	Additional Policy:									
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Court Meeting		Mgmt	No								
1	Approve Scheme of Arrangemen	t	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ble Shares	s	Shares Voted
NT RSG01	, NT RSG01	RSG01	Confirmed		arussell	11/27/2019	arussell	11/27/2019		400,000		400,000



Location(s): All Locations
Institution Account(s): NT RSG01

# **Sophos Group Plc**

1		
Total Shares:	400,000	400,000

eetin		

Outstanding Shares Voted: 491,156,953

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	3.6%	265,785,295	96.4%	9,925,899	3.6%	N/A	N/A	Poll	F+A

# **Ruffer Illiquid Strategies Fund 2015 Ltd.**

Meeting Date: 12/13/2019 Country: Guernsey Primary Security ID: G9402A105 Meeting ID: 1383625

Record Date: 11/28/2019 Meeting Type: Written Consent Ticker: LYSJYJ.F

Primary CUSIP: G9402A105 Primary ISIN: GG00BSPCBR02 Primary SEDOL: BSPCBR0 Proxy Level: N/A

Earliest Cutoff Date: 12/09/2019 Shares Voted: 55,461,992 Votable Shares: 55,461,992 \*Shares on Loan: 0 Shares Instructed: 55,461,992

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Authorise Market Purchase of Or Redeemable Shares	dinary	Mgmt	Yes	For	Refer		Refer	For	No	No	No
Ballot D	etails											
	onal Account Detail	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	ahle Shares		Shares Voted

Institutional Account Detail (IA Name, IA Number)			Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
NT RSG01, NT RSG01	RSG01	Confirmed	arussell	12/04/2019	arussell	12/04/2019	55,461,992	55,461,992
						Total Shares:	55,461,992	55,461,992

### **Meeting Results**

Outstanding Shares Voted: Results Available: Not Disclosed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	~	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): NT RSG01

### **PARAMETERS**

Location(s): All Locations

Account Group(s): All Account Groups Institution Account(s): NT RSG01

Custodian Account(s): All Custodian Accounts

Additional Policy: None ADR Meetings: All Meetings Ballot Statuses: All Statuses Contrary Votes: All Votes Date Format: MM/DD/YYYY

Header Display: Repeat Headers for Any Meeting Split by Multiple Pages

Markets: All Markets

Meeting ID's: All Meeting ID's Meeting Types: All Meeting Types PoA Markets: All Markets

Proposal Proponents: All Proponents

Rationale: All Rationale

Recommendations: All Recommendations Record Date Markets: All Markets Shareblocking Markets: All Markets Sort Order: Meeting Date, Company Name Vote Instructions: All Instructions

Voting Policies: All Policies

Zero (0) Share Ballots: Exclude 0 Share Ballots

Account Watchlist: None Country Watchlist: None Issuer Watchlist: None Proposal Code Watchlist: None

Proposal Code Watchlist - Agenda Output: Include Exact Matches Only



# Voting summary 2019

# LF RUFFER TOTAL RETURN FUND



Location(s): All Locations
Institution Account(s): RTRF

### **Voting Statistics**

	Total	Percent
Votable Meetings	68	
Meetings Voted	68	100.00%
Votable Ballots	68	
Ballots Voted	68	100.00%

			Managemen	nt Proposals	Shareholde	r Proposals
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	912		882		30	
Proposals Voted	912	100.00%	882	100.00%	30	100.00%
FOR Votes	830	91.01%	812	92.06%	18	60.00%
AGAINST Votes	63	6.91%	51	5.78%	12	40.00%
ABSTAIN Votes	11	1.21%	11	1.25%	0	0.00%
WITHHOLD Votes	8	0.88%	8	0.91%	0	0.00%
Votes WITH Management	836	91.67%	816	92.52%	20	66.67%
Votes AGAINST Management	76	8.33%	66	7.48%	10	33.33%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

## **Bank of China Ltd.**

Meeting Date: 01/04/2019 Country: China Record Date: 12/04/2018 Meeting Type: Special		Special		Primar Ticker:		<b>D:</b> Y0698A107		<b>Meeting ID:</b> 1281738					
Primary Cl	rimary CUSIP: Y0698A107 Primary ISIN: CNE1000		E1000001Z5		Primary	SEDOL: B1545	564		Prox	y Level: N/	Ą		
, ,		Shares Voted: 28, Voting Policy: ISS	,	Votable Shares: 28,311,000				*Shares on Loan: 0 Additional Policy:		Shares Instructed: 28,311,000			
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
	EGM BALLOT FOR HOLDERS (	OF H SHARES	Mgmt	No									
1	Approve Issuance of Equity or Securities without Preemptive		Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes	

than 10 percent.\* The company has not specified the discount limit.

Blended Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

APPROVE RESOLUTIONS RELATING TO THE NON-PUBLIC ISSUANCE PLAN OF DOMESTIC PREFERENCE SHARES OF THE BANK

Mgmt No

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1	ApproveType of Securities to be Issued and Issue Size	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
2.2	Approve Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-						
2.3	Approve Term	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-						
2.4	Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-						
2.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-								
2.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-						



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and imputhe terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	_		-						
2.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								
2.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_								



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
2.15	Approve Use of Proceeds from the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
2.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
2.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
2.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.19	Approve the Application and Approval Procedures to be Completed for the Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is war would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-		•						
2.20	Approve Matters Relating to Authorization	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is war would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_								
	APPROVE RESOLUTIONS RELATING TO THE NON-PUBLIC ISSUANCE PLAN OF OFFSHORE PREFERENCE SHARES OF THE BANK	Mgmt	No								
3.1	Approve Type of Securities to be Issued and Issue Size	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is war would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-		•						
3.2	Approve Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is was would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.3	Approve Term	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	-				•					



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.4	Approve Method of Issuance	Mgmt	Yes	For	For	<u> </u>	For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_								
3.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
3.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	-		•						
3.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
3.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
3.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impute terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.  Blended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_				,				
3.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and im the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-		•				
3.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_								
3.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-		;				
3.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and important the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_				;				
3.15	Approve Use of Proceeds from the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.											
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve in terms and conditions of the preference shares.	_	_		-		,				



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-								
3.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.			, ,		,					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.19	Approve Application and Approval Procedures to be Completed for the Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.20	Approve Matters Relating to Authorization	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_		-						



Location(s): All Locations
Institution Account(s): RTRF

# **Bank of China Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve the Impact on Dilution of Current Returns and Remedial Measures Upon theIssuance of Preference Shares of the Bank	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	_					,				
	Blended Rationale: A vote FOR these proposals is war would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-				5				
5	Approve Shareholder Return Plan in the Next Three Years (2018-2020)	Mgmt	Yes	For	For		For	For	No	No	No
6	Elect Wu Fulin as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is we and the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concerni	ing the nominee	es				
	Blended Rationale: A vote FOR all nominees is warrant the company's board and committee dynamics.	ted given the a	bsence of ar	ny known issue	es concerning th	ne nominees an	d				
7	Elect Lin Jingzhen as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is we and the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concerni	ing the nomined	es				
	Blended Rationale: A vote FOR all nominees is warrant the company's board and committee dynamics.	ted given the a	bsence of an	ny known issue	es concerning th	ne nominees an	ed .				
Ballot D	Details			Instructor	Date	Approver	Date				

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	arussell	12/21/2018	arussell	12/21/2018	28,311,000	28,311,000
						Total Shares:	28,311,000	28,311,000

### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	8.6%	2,058,457,820,745	91.4%	19,057,553,824	8.5%	358,932,429	0.2%	Poll	F+A+AB
	N												
2.1	Υ	Pass	No	For	0.1%	224,630,597,605	99.9%	36,618,471	0.0%	207,090,922	0.1%	Poll	F+A+AB
2.2	Y	Pass	No	For	0.1%	224,630,602,606	99.9%	36,617,471	0.0%	207,086,921	0.1%	Poll	F+A+AB
2.3	Υ	Pass	No	For	0.1%	224,630,601,606	99.9%	36,618,471	0.0%	207,086,921	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

3.9

3.10

3.11

Υ

Υ

Υ

Pass

Pass

Pass

No

Nο

No

For

For

For

Voting Dissident Dissent % % Abstain % Result Summary Mgmt For Against Base Proposal Proposal Rec Level For Against Abstain Type Υ 0.1% 207,088,025 2.4 Pass No For 224,630,600,502 99.9% 36.618.471 0.0% 0.1% Poll F+A+AB 2.5 Υ Pass No For 0.1% 224,630,598,502 99.9% 36,620,471 0.0% 207,088,025 0.1% Poll F+A+AB Υ 0.1% 224,630,603,807 99.9% 36,617,471 0.0% 207,085,720 0.1% Poll F+A+AB 2.6 Pass No For 2.7 Υ Pass No For 0.1% 224,630,602,603 99.9% 36,615,471 0.0% 207,088,924 0.1% Poll F+A+AB 0.0% Υ 0.1% 207,093,028 0.1% Poll 2.8 Pass No For 224,630,593,498 99.9% 36,620,472 F+A+AB Υ 0.1% 2.9 Pass No For 0.1% 224,630,595,706 99.9% 36,618,471 0.0% 207.092.821 Poll F+A+AB 2.10 Υ Pass No 0.1% 224,630,594,602 99.9% 36,618,471 0.0% 207,093,925 0.1% Poll F+A+AB Υ 0.1% 0.0% 207,090,820 0.1% 2.11 Pass No For 224,630,598,707 99.9% 36,617,471 Poll F+A+AB 2.12 Υ No 0.1% 224,630,597,706 99.9% 36,618,471 0.0% 207,090,821 0.1% Poll F+A+AB Pass For Υ 0.1% 224,630,597,506 99.9% 36,617,471 0.0% 207,092,021 0.1% Poll 2.13 Pass No For F+A+AB 2.14 Υ Pass No For 0.1% 224,630,595,402 99.9% 36,620,695 0.0% 207,090,901 0.1% Poll F+A+AB 2.15 Υ 0.1% 224,640,421,506 99.9% 36,618,591 0.0% 197,266,901 0.1% Poll F+A+AB Pass No For 2.16 Υ Pass No For 0.1% 224,630,597,402 99.9% 36,619,591 0.0% 207,090,005 0.1% Poll F+A+AB 2.17 Υ Pass No For 0.1% 224,630,598,506 99.9% 36,619,591 0.0% 207,088,901 0.1% Poll F+A+AB Υ 0.1% 0.0% 207,090,901 0.1% 2.18 Pass No For 224,630,596,506 99.9% 36,619,591 Poll F+A+AB 0.1% 224,630,600,402 99.9% 36,617,695 0.0% 207,088,901 0.1% Poll 2.19 Pass No For F+A+AB Υ 0.1% 224,630,596,506 0.0% 207.091.901 0.1% 2.20 Pass No For 99.9% 36.618.591 Poll F+A+AB Ν 99.9% 0.1% 3.1 Υ Pass No For 0.1% 224.630.598.506 36.618.471 0.0% 207,090,021 Poll F+A+AB 3.2 Υ Pass No For 0.1% 224,630,597,402 99.9% 36,618,471 0.0% 207,091,125 0.1% Poll F+A+AB 3.3 Υ Pass No For 0.1% 224,630,599,626 99.9% 36,618,471 0.0% 207,088,901 0.1% Poll F+A+AB 3.4 Υ Pass No For 0.1% 224,630,600,626 99.9% 36,617,471 0.0% 207,088,901 0.1% Poll F+A+AB Υ 0.1% 224,630,600,626 99.9% 36,617,471 0.0% 207,088,901 0.1% Poll F+A+AB 3.5 Pass No For Υ 3.6 Pass No For 0.1% 224,631,571,522 99.9% 36,618,471 0.0% 206,117,005 0.1% Poll F+A+AB Υ No 0.1% 224,631,572,626 99.9% 36,616,471 0.0% 206,117,901 0.1% Poll F+A+AB 3.7 Pass For 3.8 Υ Pass No For 0.1% 224,631,571,524 99.9% 36,619,573 0.0% 206.115.901 0.1% Poll F+A+AB

224,631,571,506

224,631,571,603

224,631,571,603

0.1%

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0.1%

99.9%

99.9%

99.9%

36,619,591

36.619.591

36,620,695

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0.0%

0.0%

206,115,901

206.115.804

206,114,700

0.1%

0.1%

0.1%

Poll

Poll

Poll

F+A+AB

F+A+AB

F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3.12	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,620,695	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.13	Υ	Pass	No	For	0.1%	224,631,573,707	99.9%	36,618,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.14	Υ	Pass	No	For	0.1%	224,631,572,707	99.9%	36,619,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.15	Υ	Pass	No	For	0.1%	224,641,394,707	99.9%	36,619,591	0.0%	196,292,700	0.1%	Poll	F+A+AB
3.16	Υ	Pass	No	For	0.1%	224,631,573,707	99.9%	36,618,591	0.0%	206,114,700	0.1%	Poll	F+A+AB
3.17	Υ	Pass	No	For	0.1%	224,631,572,603	99.9%	36,618,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.18	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,619,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.19	Υ	Pass	No	For	0.1%	224,631,574,603	99.9%	36,615,471	0.0%	206,116,924	0.1%	Poll	F+A+AB
3.20	Υ	Pass	No	For	0.1%	224,631,573,827	99.9%	36,617,471	0.0%	206,115,700	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.1%	224,631,554,505	99.9%	36,619,591	0.0%	206,132,902	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.1%	224,665,979,844	99.9%	19,916,253	0.0%	188,410,901	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	0.6%	223,596,678,136	99.4%	1,063,436,312	0.5%	214,192,550	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.6%	223,596,678,036	99.4%	1,063,436,312	0.5%	214,192,650	0.1%	Poll	F+A+AB

# **Ruffer Sicav - Emerging Markets Fund**

Meeting Date: 01/11/2019 **Primary Security ID:** L7984E218 **Meeting ID:** 1286640 Country: Luxembourg Ticker: KBFK4Y.F **Record Date:** 01/08/2019 Meeting Type: Annual Primary CUSIP: L7984E218 Primary ISIN: LU0788206083 Primary SEDOL: B8F4LW1 Proxy Level: N/A Earliest Cutoff Date: 01/04/2019 Shares Voted: 88,051 Votable Shares: 88,051 \*Shares on Loan: 0 Shares Instructed: 88,051 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Receive and Approve Board's and Auditor's Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No
3.a	Approve Allocation of Income	Mgmt	Yes	For	For		For	For	No	No	No
3.b	Approve Interim Dividends	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of Directors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-Elect Mary McBain, Benjamin Boucher-Ferte, Jean Garbois, Alain Guerard and Myles Marmion as Directors	Mgmt	Yes	For	For		For	For	No	No	No
6	Renew Appointment of Ernst and Young as Auditor	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# **Ruffer Sicav - Emerging Markets Fund**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Approve Remuneration of Direct Garbois and Alain Guerard	ctors Jean	Mgmt	Yes	For	For		For	For	No	No	No
Ballot Do	etails nal Account Detail	Custodian			Instructor	Date	Approver	Date				
	, IA Number)	Account Number	Ballot Stat	us	Name	Instructed	Name	Approved	Vota	ble Shares		Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	12/19/2018	arussell	12/19/2018		88,051		88,051
								Total Shares	:	88,051		88,051

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

# **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Meeting Date: 01/11/2019 Record Date: 01/08/2019	Country: Luxembourg Meeting Type: Annual	Primary Securit Ticker: FTFKNV.F	•	Meeting ID: 1287237
Primary CUSIP: L7984E226	<b>Primary ISIN:</b> LU0788206679	Primary SEDOL: B	BF4LY3	Proxy Level: N/A
Earliest Cutoff Date: 01/04/2019 Total Ballots: 1	Shares Voted: 206,670 Voting Policy: ISS	Votable Shares: 206,670	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 206,670
				Vote Vote Vote

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
1	Receive and Approve Board's and Auditor's Reports	Mgmt	Yes	For	For		For	For	No	No	No	
2	Approve Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No	



Location(s): All Locations
Institution Account(s): RTRF

# **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
3.a	Approve Allocation of Income		Mgmt	Yes	For	For		For	For	No	No	No
3.b	Approve Interim Dividends		Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of Director	rs	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-Elect Mary McBain, Benjan Boucher-Ferte, Jean Garbois, and Myles Marmion as Directo	Alain Guerard	Mgmt	Yes	For	For		For	For	No	No	No
6	Renew Appointment of Ernst a Auditor	and Young as	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Dire Garbois and Alain Guerard	ectors Jean	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares	:	Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	12/20/2018	arussell	12/20/2018		206,671		206,670
								Total Shares	<u> </u>	206,671		206,670

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

# **Countryside Properties Plc**

Meeting Date: 01/24/2019Country: United KingdomPrimary Security ID: G24556170Meeting ID: 1282767Record Date: 01/22/2019Meeting Type: AnnualTicker: CSP

Primary CUSIP: G24556170 Primary ISIN: GB00BYPHNG03 Primary SEDOL: BYPHNG0 Proxy Level: N/A

Earliest Cutoff Date: 01/18/2019 Shares Voted: 4,768,583 Votable Shares: 4,768,583 \*Shares on Loan: 0 Shares Instructed: 4,768,583

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Michael Scott as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	been identified	đ.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
5	Re-elect David Howell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran										
6	Re-elect Ian Sutcliffe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w										
	Blended Rationale: A vote FOR these Directors is warrar										
7	Re-elect Rebecca Worthington as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
8	Re-elect Douglas Hurt as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warrar	nted as no sigr	nificant conc	erns have bee	n identified.						
9	Re-elect Amanda Burton as Director	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.											
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have bee	n identified.						
10	Re-elect Baroness Sally Morgan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warrar										



Location(s): All Locations
Institution Account(s): RTRF

# **Countryside Properties Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
11	Reappoint PricewaterhouseCoop Auditors	ers LLP as	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise the Audit Committee t Remuneration of Auditors	o Fix	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise Issue of Equity with Pr Rights	re-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted bed	cause the pr	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	the propos	sed amounts ar	nd durations ar	e within					
14	Authorise Issue of Equity withou Rights	t Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions is	warranted bed	cause the pr	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	the propos	sed amounts ar	nd durations ar	e within					
15	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations Expenditure	and	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		arussell	12/28/2018	arussell	12/28/2018		4,768,583		4,768,583
								Total Shares	:	4,768,583		4,768,583

### **Meeting Results**

Outstanding Shares Voted: 450,000,000

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	394,481,741	100.0%	3,464	0.0%	272,997	N/A	Poll	F+A
2	Υ	Pass	No	For	1.0%	390,660,070	99.0%	4,095,736	1.0%	2,396	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	394,754,738	100.0%	3,464	0.0%	0	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	394,187,117	99.9%	568,689	0.1%	2,396	N/A	Poll	F+A
5	Υ	Pass	No	For	0.2%	393,877,353	99.8%	878,453	0.2%	2,396	N/A	Poll	F+A
6	Υ	Pass	No	For	0.1%	394,218,406	99.9%	537,400	0.1%	2,396	N/A	Poll	F+A



10,415,000

10,415,000

Total Shares:

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
7	Y	Pass	No	For	0.1%	394,218,619	99.9%	537,187	0.1%	2,396	N/A	Poll	F+A
8	Υ	Pass	No	For	0.2%	393,902,232	99.8%	853,574	0.2%	2,396	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	393,224,775	99.6%	1,531,031	0.4%	2,396	N/A	Poll	F+A
10	Υ	Pass	No	For	0.2%	393,901,193	99.8%	854,613	0.2%	2,396	N/A	Poll	F+A
11	Υ	Pass	No	For	17.7%	324,855,026	82.3%	69,901,002	17.7%	2,174	N/A	Poll	F+A
12	Υ	Pass	No	For	0.3%	393,668,751	99.7%	1,089,277	0.3%	174	N/A	Poll	F+A
13	Υ	Pass	No	For	1.4%	389,311,760	98.6%	5,444,268	1.4%	2,174	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	394,750,029	100.0%	5,999	0.0%	2,174	N/A	Poll	F+A
15	Υ	Pass	No	For	0.6%	392,456,027	99.4%	2,272,553	0.6%	29,622	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	393,601,684	99.7%	1,154,844	0.3%	1,674	N/A	Poll	F+A
17	Y	Pass	No	For	1.3%	389,631,069	98.7%	5,127,133	1.3%	0	N/A	Poll	F+A

# **Royal Bank of Scotland Group Plc**

Meeting Date: 02/06/2019 Record Date: 02/04/2019	Country: United Kingdom  Meeting Type: Special	Primary Security II Ticker: RBS	<b>D:</b> G7S86Z172	<b>Meeting ID:</b> 1291287
Primary CUSIP: G7S86Z172	Primary ISIN: GB00B7T77214	Primary SEDOL: B7T7	721	Proxy Level: N/A
Earliest Cutoff Date: 01/31/2019	<b>Shares Voted:</b> 10,415,000	Votable Shares: 10,415,000	*Shares on Loan: 0	Shares Instructed: 10,415,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec ISS Rec	Additional Voting Policy Rec Policy Rec	Vote Vote Vote Vote Against Against Against Instruction Mgmt Policy ISS

1	Authorise Off-Market Purchase of Ordinary     Shares			Yes	For	For		For	For	No	No	No
Ballot [	Details											
	onal Account Detail ne, IA Number)	Custodian Account Number	Ballot Sta	atus	Instructor Name	Date Instructed	Approver Name	Date Approved	١	otable Shares		Shares Voted
RTRF, RT	TRF	392078	Confirmed	I	arussell	01/25/2019	arussell	01/25/2019		10,415,000		10,415,000

### **Meeting Results**

Outstanding Shares Voted: 48,198,298,196 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.3%	13,973,786,736	98.7%	183,888,196	1.3%	3,185,676	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): RTRF

### **Ensco Plc**

Meeting Date: 02/21/2019 Record Date: 12/10/2018	Country: United Kingdom Meeting Type: Special	Primary Securit Ticker: ESV	<b>ty ID:</b> G3157S106	<b>Meeting ID:</b> 1286047
Primary CUSIP: G3157S106	Primary ISIN: GB00B4VLR192	Primary SEDOL: B	34VLR19	Proxy Level: N/A
Earliest Cutoff Date: 02/20/2019	Shares Voted: 942,200	Votable Shares: 942,200	*Shares on Loan: 0	Shares Instructed: 942,200
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition of Rowan Companies plc	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Reverse Stock Split	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorize Issue of Equity with Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.										
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	nd durations ar	re within					
4	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	For		For	For	No	No	No
5	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	nd durations ar	re within					
6	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.										

recommended limits.

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	000392078	Confirmed	Auto-Instructed	02/05/2019	Auto-Approved	02/05/2019	942,200	942,200
						Total Shares:	942,200	942,200

### **Meeting Results**

Outstanding Shares Voted: 437,239,125 Dissident Item Voting Summary Mgmt Dissent Against Abstain Result Base Proposal Proposal Rec Level For Against Abstain Type

Results Available: Full



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.7%	311,532,723	99.3%	1,677,645	0.5%	430,593	0.1%	Proxy	F+A+AB
2	Υ	Pass	No	For	1.2%	309,439,628	98.8%	3,761,860	1.2%	439,473	N/A	Proxy	F+A
3	Y	Pass	No	For	21.0%	246,888,897	79.0%	65,452,110	21.0%	1,299,954	N/A	Proxy	F+A
4	Y	Pass	No	For	21.7%	236,041,786	78.3%	65,534,701	21.7%	12,064,474	N/A	Proxy	F+A
5	Υ	Pass	No	For	14.2%	267,685,178	85.8%	44,436,317	14.2%	1,519,466	N/A	Proxy	F+A
6	Y	Pass	No	For	14.2%	267,730,554	85.8%	44,381,225	14.2%	1,529,182	N/A	Proxy	F+A

# The Walt Disney Co.

Meeting Date: 03/07/2019	Country: USA	Primary Secur	rity ID: 254687106	<b>Meeting ID:</b> 1290417	
<b>Record Date:</b> 01/07/2019	Meeting Type: Annual	Ticker: DIS			
Primary CUSIP: 254687106	Primary ISIN: US2546871060	Primary SEDOL:	: 2270726	Proxy Level: 3	
Earliest Cutoff Date: 03/06/2019	Shares Voted: 741,456	Votable Shares: 741,456	*Shares on Loan: 0	Shares Instructed: 741,456	

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Susan E. Arnold	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee.	s is warranted.									
1b	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee.	s is warranted.									
1c	Elect Director Safra A. Catz	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee.	s is warranted.									
1d	Elect Director Francis A. deSouza	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee.	s is warranted.									
1e	Elect Director Michael Froman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nom	inees is warranto	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): RTRF

# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	on	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1f	Elect Director Robert A. Iger	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1g	Elect Director Maria Elena Lagomasino	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1h	Elect Director Mark G. Parker	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
1i	Elect Director Derica W. Rice	Mgmt	Yes	For	For		For	For		No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.									
	Blended Rationale: A vote FOR the director nominees is	warranted.										
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For		No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For		No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this proposal is million equity grant to improve the performance criteria not retain performance criteria. In addition, there are on programs, particularly on the heels of such a large speci increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	for the award, going concern al grant. Iger er grow once	l, the commit ns regarding 's annual con the Twenty-	ttee did not ad the structure of the structure of the structury for the structure fo	dress the portional dress the portion of the spectal dress of the specta	on which does of annual pay cial award, es. Moreover,						
	Blended Rationale: A vote AGAINST this proposal is wan equity grant to improve the performance criteria for the retain performance criteria. In addition, there are ongoin programs, particularly on the heels of such a large specific increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.	award, the cong concerns re al grant. Iger er grow once	ommittee dia egarding the 's annual con the Twenty-	I not address to structure and inpensation, ex First Century I	he portion which magnitude of a cluding the spe Fox merger clos	h does not nnual pay cial award, es. Moreover,						
4	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For		Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn policies and oversight mechanisms, along with its trade better assess the risks and benefits associated with the	association me	emberships a	and payments,	would help sha	-						
	better assess the risks and benefits associated with the a Blended Rationale: A vote FOR this proposal is warrante and oversight mechanisms, along with its trade associate the risks and benefits associated with the company's par	company's pai d, as addition ion membersh	rticipation in al disclosure nips and payi	the public police of the compartments, would it	icy process. ny's lobbying-re	lated policies	s					



W-4-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
	Assess Feasibility of Cyber Security and Data Privacy as a Performance Measure for Senior Executive Compensation	SH	Yes	Against	For		For	For	Yes	No	No

Voting Policy Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

Blended Rationale: A vote FOR this proposal is warranted due to the limited scope of the proposal and the lack of comprehensive disclosure describing how risks related to cyber security and data security are taken into consideration.

### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	000392078	Confirmed	rpestana	03/04/2019	rpestana	03/04/2019	741,456	741,456
						Total Shares:	741,456	741,456

### **Meeting Results**

Outstanding Shares Voted: 1,490,678,790 Results Available: Full

ou cocui.	Standing Shares Voccur 1, 130,070,730			Results Attitusier Full									
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	1.8%	1,016,313,167	98.2%	18,633,480	1.8%	3,126,203	N/A	Proxy	F+A
1b	Υ	Pass	No	For	2.7%	1,006,640,393	97.3%	28,366,727	2.7%	3,065,730	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.7%	1,028,217,392	99.3%	7,222,047	0.7%	2,633,411	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.7%	1,028,337,615	99.3%	7,049,964	0.7%	2,685,271	N/A	Proxy	F+A
1e	Υ	Pass	No	For	0.4%	1,031,435,603	99.6%	3,860,635	0.4%	2,776,612	N/A	Proxy	F+A
1f	Υ	Pass	No	For	3.9%	991,819,385	96.1%	40,139,038	3.9%	6,114,427	N/A	Proxy	F+A
1g	Υ	Pass	No	For	5.9%	974,158,105	94.1%	61,365,802	5.9%	2,548,943	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.4%	1,031,270,156	99.6%	4,083,759	0.4%	2,718,935	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.4%	1,031,490,074	99.6%	3,900,886	0.4%	2,681,890	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.2%	1,261,784,032	96.8%	38,433,719	2.9%	3,404,409	0.3%	Proxy	F+A+AB
3	Υ	Pass	No	For	43.4%	587,626,800	56.6%	413,891,585	39.9%	36,554,465	3.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	39.8%	404,451,360	39.0%	625,294,989	60.2%	8,326,501	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	27.5%	275,073,381	26.5%	752,564,941	72.5%	10,434,528	1.0%	Proxy	F+A+AB



Location(s): All Locations Institution Account(s): RTRF

### **Hatton National Bank Plc**

Primary Security ID: Y31147104 Meeting ID: 1270128 Meeting Date: 03/29/2019 Country: Sri Lanka **Record Date:** Ticker: HNB.N0000 Meeting Type: Annual Primary CUSIP: Y31147104 Primary ISIN: LK0078N00002 Primary SEDOL: 6406970 Proxy Level: N/A Earliest Cutoff Date: 03/25/2019 Shares Voted: 6,220,950 Votable Shares: 6,220,950 \*Shares on Loan: 0 Shares Instructed: 6,220,950 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Approve Final Dividend Yes For For Nο Nο 1 Mgmt For For Nο Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal. Blended Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal. 1.1 Declare Dividend and Approve Method of Mgmt Yes For For For For No No No Satisfaction Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal. Blended Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal. 1.2 Approve Issuance of Shares as Stock Dividend Mamt Yes For For For For No No No Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal. Blended Rationale: A vote FOR this resolution is warranted because this is a routine dividend proposal. 2 Reelect Lokuwithanage Rohan Karunaratne as No Mgmt For For No No Director 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. Blended 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. Reelect Rusi Sohli Captain as Director Mgmt Yes For For For No No No 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. Blended 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. Reelect Appu Hennadige Don Anthony Nilanth Mgmt Yes For For For For No No No de Silva as Director 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. Blended 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 Reelect Lintotage Udaya Damien Fernando as Mgmt Yes For For For For No No No Director

Blended 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.

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.



Location(s): All Locations
Institution Account(s): RTRF

# **Hatton National Bank Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
6	Reelect Wanniarachchi Mudiyan: Duminda Ratnayake as Director	selage Madura	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC and the company's board and cor		anted given ti	he absence	of any known i	issues concerni	ing the nominee	es				
	Blended Rationale: A vote FOR all the company's board and commit		d given the al	sence of an	ny known issue.	s concerning th	ne nominees an	d				
7	Approve Ernst & Young as Audit Authorize Board to Fix their Rem		Mgmt	Yes	For	For		For	For	No	No	No
8	Approve Charitable Donations		Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote Addonation.	GAINST this resolution i	is warranted g	given the lac	ck of further ini	formation on th	ne proposed					
	Blended Rationale: A vote AGAIN.	ST this resolution is wa	rranted given	the lack of	further informa	ation on the pro	oposed donatio	n.				
9.1	Amend Article 34(ii) and (iii) of I	Bylaws	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC	OR these resolutions is	warranted.									
	Blended Rationale: A vote FOR th	ese resolutions is warra	anted.									
9.2	Amend Article 43(i)(a) of Bylaws	5	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC	OR these resolutions is	warranted.									
	Blended Rationale: A vote FOR th	ese resolutions is warra	anted.									
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		rpestana	03/19/2019	rpestana	03/19/2019		6,220,950		6,220,950
								Total Shares	:	6,220,950		6,220,950

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
1.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
8	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
9.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
9.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

### **Hatton National Bank Plc**

Meeting Date: 03/29/2019Country: Sri LankaPrimary Security ID: Y31147104Meeting ID: 1302650

Record Date: Meeting Type: Special Ticker: HNB.N0000

 Primary CUSIP: Y31147104
 Primary ISIN: LK0078N00002
 Primary SEDOL: 6406970
 Proxy Level: N/A

Earliest Cutoff Date: 03/25/2019 Shares Voted: 6,220,950 Votable Shares: 6,220,950 \*Shares on Loan: 0 Shares Instructed: 6,220,950

Total Ballots: 1 Voting Policy: ISS Additional Policy

Total Ballo	ots: 1	Voting Policy: ISS	Voting Policy: 155						Additional Policy:					
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
1	Approve Issuance of Base II, Listed, Rated, Unsecur Redeemable Debentures Non-Viability Conversion	Mgmt	Yes	For	For		For	For	No	No	No			
Ballot D	etails													
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted		
RTRF, RTR	F	392078	Confirmed		rpestana	03/22/2019	rpestana	03/22/2019		6,220,950		6,220,950		

Total Shares:

6,220,950

6,220,950

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1		Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Location(s): All Locations Institution Account(s): RTRF

# Goldcorp, Inc.

Meeting Date: 04/04/2019	Country: Canada	Primary Security ID: 380956409	<b>Meeting ID:</b> 1292687
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Ticker: G Record Date: 02/22/2019 Meeting Type: Special

Primary CUSIP: 380956409 Primary ISIN: CA3809564097 Primary SEDOL: 2676302 Proxy Level: 5

Earliest Cutoff Date: 04/01/2019 **Shares Voted:** 2,835,180 Votable Shares: 2,835,180 \*Shares on Loan: 0 Shares Instructed: 2,835,180 Total Ballote: 1 Voting Policy: ICC Additional Policy

lotal Ballo	ots: 1	voting Policy: 155					Additional P	olicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition by Newm Corporation	nont Mining	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
RTRF, RTR	RF	000392078	Confirmed		rpestana	03/29/2019	rpestana	03/29/2019		2,835,180		2,835,180
								Total Shares		2,835,180		2,835,180

### **Meeting Results**

Results Available: Partial **Outstanding Shares Voted:** 

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	2.9%	518.021.144	97.1%	15.471.576	2.9%	N/A	N/A	Proxv	F+A

# **Celgene Corporation**

Primary Security ID: 151020104 Meeting ID: 1298112 Meeting Date: 04/12/2019 Country: USA

Record Date: 03/01/2019 Meeting Type: Special Ticker: CELG

**Primary CUSIP:** 151020104 Primary ISIN: US1510201049 Primary SEDOL: 2182348 Proxy Level: 5

Earliest Cutoff Date: 04/11/2019 Shares Voted: 419,120 Votable Shares: 419,120 \*Shares on Loan: 0 Shares Instructed: 419,120

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Merger Agreement	Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

### **Celgene Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

Blended Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	000392078	Confirmed	rpestana	04/03/2019	rpestana	04/03/2019	419,120	419,120
						Total Shares:	419,120	419,120

### **Meeting Results**

Outstanding Shares Voted: 702,450,444 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.6%	494,440,887	70.4%	10,074,889	1.4%	1,431,270	0.2%	Proxy	Capital Represented
2	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Proxy	F+A+AB
3	Υ	Fail	No	For	62.2%	183,816,760	37.8%	302,677,427	62.2%	19,452,859	N/A	Proxy	F+A

## **Vivendi SA**

Meeting Date: 04/15/2019	Country: France	Primary Security ID: F97982106	Meeting ID: 1299082
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Record Date: 04/10/2019 Meeting Type: Annual/Special Ticker: VIV

 Primary CUSIP: F97982106
 Primary ISIN: FR0000127771
 Primary SEDOL: 4834777
 Proxy Level: N/A

Earliest Cutoff Date: 04/08/2019 Shares Voted: 2,757,872 Votable Shares: 2,757,872 \*Shares on Loan: 0 Shares Instructed: 2,757,872

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Ordinary Business	Mgmt	No								
1	Approve Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.

Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

# **Vivendi SA**

									Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
2	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of the and lack of concerns.	annual accoun	nts are warra	anted due to th	he unqualified a	nuditors' opinion	1				
	Blended Rationale: Votes FOR the approval of the annulack of concerns.	ual accounts ar	re warranted	due to the un	nqualified audito	ors' opinion and					
3	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: Item 3: Auditors' special reporting provides a consulting services agreement providing adaqualified as an executive during part of FY18. There is determination of his remuneration for these services. It executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised.* Triggering events do not exclude the case of a for support is that: * The other features of the amende pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. However of Alix and De Bailliencourt, their additional pension schemes.	ditional remune a lack of disclo in addition, the e to:* An overa s remuneration a favor of De Pu a non-renewal d agreement a chemes in favor er, given the se	eration to Do sure regard terms and of all lack of tra committee uyfontaine is of the mana re in line wii r of the new rious concel	ominique Delpo ling his choice conditions of h ansparency reg Item 17: Seven s warranted alt agement chairn th market stan v executives ar rns raised rega	ort, a supervison as the service p is overall remun arding the dete rance agreemen though the follo man mandate. The dards. Items 18 we warranted be arding the remu	ry board memborovider and the neration as ermination of hint with Arnaud wing concern is the main reason 1-24: Additional cause the terms neration policie	e 5 5				
	Blended Rationale: Item 3: Auditors' special reportA vo a consulting services agreement providing additional re qualified as an executive during part of FY18. There is determination of his remuneration for these services. I executive are not in line with shareholders' interest dur remuneration; and* Delport's membership on Vivendi's de PuyfontaineA vote FOR the severance agreement in raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amende pension schemesVotes FOR these additional pension so of these schemes are not deemed problematic. Howeve of Alix and De Bailliencourt, their additional pension so	emuneration to a lack of discloin addition, the eto:* An overage remuneration of De Puanon-renewal of agreement and themes in favoragiven the seen and the seen a	Dominique pur le la lack of tra committee uyfontaine is of the manare in line wir of the new rious concel	Delport, a sup ling his choice conditions of h ansparency reg Item 17: Seven s warranted alt agement chairn th market stan v executives ar rns raised rega	nervisory board as the service pairs overall remunarating the determined the following the following the following the following the warranted be arding the remunas the control of the remunas the service of the servi	member provider and the preration as permination of hi. In with Arnaud wing concern is the main reason 1-24: Additional provices the terms provineration policies	; ;				
4	Approve Allocation of Income and Dividends of EUR 0.50 per Share	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Compensation of Vincent Bollore, Chairman of the Supervisory Board Until April 19, 2018	Mgmt	Yes	For	For		For	For	No	No	No



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Approve Compensation of Yannick Bollore, Chairman of the Supervisory Board Since April 19, 2018	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this remune of the group by ISS due to the level and structure of	,									

voting Policy Rationale: A Vote AGAINS I this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.

Blended Rationale: A vote AGAINST this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.



Location(s): All Locations
Institution Account(s): RTRF

Board

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Approve Compensation of Arnaud de Puyfontaine, Chairman of the Management	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because:\* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi Items 10 and 12 (Crepin and Philippe)Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the vear under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because: \* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): RTRF

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
8	Approve Compensation of Gilles Alix, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes	

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): RTRF

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
9	Approve Compensation of Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): RTRF

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
10	Approve Compensation of Frederic Crepin, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): RTRF

### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
11	Approve Compensation of Simon Gillham, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): RTRF

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
12	Approve Compensation of Herve Philippe, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): RTRF

#### **Vivendi SA**

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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
13	Approve Compensation of Stephane Roussel, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because: \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the vear under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Blended Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi: and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Approve Remuneration Policy for Supervisory Mgmt Soard Members and Chairman

For

Against

For

Yes

No

Yes

Voting Policy Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Blended Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.



....

Against

For

No

Yes

Yes

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

#### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
15	Approve Remuneration Policy for Chairman of the Management Board	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

16 Approve Remuneration Policy for Mgmt Yes For Against
Management Board Members

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.



Location(s): All Locations
Institution Account(s): RTRF

#### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
17	Approve Conditional Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): RTRF

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
18	Approve Additional Pension Scheme Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): RTRF

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
19	Approve Additional Pension Scheme Agreement with Gilles Alix, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
20	Approve Additional Pension Scheme Agreement with Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
21	Approve Additional Pension Scheme Agreement with Frederic Crepin, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
22	Approve Additional Pension Scheme Agreement with Simon Gillham, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
23	Approve Additional Pension Scheme Agreement with Herve Philippe, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): RTRF

### **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
24	Approve Additional Pension Scheme Agreement with Stephane Roussel, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special reportA includes a consulting services agreement providing addit qualified as an executive during part of FY18. There is a determination of his remuneration for these services. In executive are not in line with shareholders' interest due to remuneration; and* Delport's membership on Vivendi's rede PuyfontaineA vote FOR the severance agreement in for support is that:* The other features of the amended pension schemesVotes FOR these additional pension schof these schemes are not deemed problematic. However, of Alix and De Bailliencourt, their additional pension schemes.	ional remune. lack of disclo. addition, the to:* An overa remuneration ravor of De Pu non-renewal of agreement al emes in favoi given the se	ration to Doisure regardia terms and could lack of trais committee. I ny fontaine is of the manage in line with or of the new rious concen	minique Delpo ing his choice a onditions of hi nsparency reg tem 17: Sever warranted alti gement chairm h market stand executives are ns raised regan	ort, a supervisor as the service p is overall remur arding the dete ance agreemen hough the follo an mandate. The dards. Items 18 be warranted be arding the remus	ry board membe provider and the peration as permination of his permination of his permination of his permination with the permination policies peration policies					
25	Blended Rationale: Item 3: Auditors' special reportA vote a consulting services agreement providing additional ren qualified as an executive during part of FY18. There is a determination of his remuneration for these services. In executive are not in line with shareholders' interest due to remuneration; and* Delport's membership on Vivendi's in de PuyfontaineA vote FOR the severance agreement in for raised:* Triggering events do not exclude the case of a lift for support is that:* The other features of the amended pension schemesVotes FOR these additional pension schof these schemes are not deemed problematic. However, of Alix and De Bailliencourt, their additional pension schemes Elect Cyrille Bollore as Supervisory Board	nuneration to lack of disclo. addition, the to:* An overatemuneration favor of De Punon-renewal cagreement allemes in favor given the sea	Dominique of the sure regarding terms and confident of the committee. It is the manager of the manager of the new trious concerning the concerning of the concerning of the concerning of the concerning of the concerning sure of th	Delport, a supping his choice a conditions of hin insparency regitem 17: Sever warranted altingement chairm, him arket stance executives are ins raised regans	ervisory board in as the service pass the service pass overall remurating the determination the follow and mandate. The dards. Items 18 warranted bearding the remurante possess.	member provider and the peration as permination of his put with Arnaud wing concern is the main reason permination all the terms peration policies		For	No	No	No
23	Member  Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member)	these non-in	dependent n	nominees are v	varranted giver		/		NO	NO	NO
	representatives, employee representatives, and employe recommended) and the absence of specific concerns about	e shareholder	r representa	tives (if any): .							
	Blended Rationale: * Votes FOR the (re)elections of thes of board independence (including all board members: 45 representatives, employee representatives, and employee recommended) and the absence of specific concerns about	5.5 percent vs ee shareholder	: 33.3 percer r representa	nt recommende tives (if any): .	ed; excluding g	novernment	el				
26	Reelect Dominique Delport as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employee recommended) and the absence of specific concerns about	rs: 45.5 perce e shareholde	ent vs 33.3 p r representat	nercent recomi tives (if any): .	mended; exclud	ding government					
	Blended Rationale: * Votes FOR the (re)elections of thes of board independence (including all board members: 45 representatives, employee representatives, and employee recommended) and the absence of specific concerns about	5.5 percent vs ee shareholder	: 33.3 percer r representa	nt recommende tives (if any): .	ed; excluding g	novernment	el				
27	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								



Location(s): All Locations
Institution Account(s): RTRF

### **Vivendi SA**

roposal umber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote : Against ISS
28	Authorize Decrease in Share Cancellation of Repurchased	•	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Specific Buyback P Cancellation of Repurchased	-	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote buyback program is in shareho		is warranted be	ecause the c	ompany faileo	to demonstrat	e that this					
	Blended Rationale: A vote AGA program is in shareholders' int		arranted becaus	se the comp	any failed to d	lemonstrate tha	nt this buyback					
30	Authorize Issuance of Equity Securities with Preemptive Ri Aggregate Nominal Amount of Million	ights up to	Mgmt	Yes	For	For		For	For	No	No	No
31	Authorize Capitalization of Re EUR 375 Million for Bonus Is: in Par Value	•	Mgmt	Yes	For	For		For	For	No	No	No
32	Authorize Capital Issuances f Employee Stock Purchase Pla		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would					ease employee	participation to	а				
	Blended Rationale: Votes FOR of ownership that would remain			-		employee parti	cipation to a le	vel				
33	Authorize Capital Issuances f Employee Stock Purchase Pla Employees of International S	ans for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would					ease employee	participation to	ı a				
	Blended Rationale: Votes FOR of ownership that would remain			-		employee parti	cipation to a le	vel				
34	Approve Change of Corporate Europeenne (SE)	e Form to Societe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	proposals merit votes F	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	oosals merit votes FOR a	s they are deen	med non-cor	ntentious and i	neutral for shar	eholders.					
35	Change Company Name to V Amend Bylaws Accordingly	ivendi SE and	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	proposals merit votes F	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	oosals merit votes FOR a	s they are deen	med non-cor	ntentious and i	neutral for shar	eholders.					
36	Authorize Filing of Required I Formalities	Documents/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Vote
RTRF, RTF	RF	392078	Confirmed		rpestana	04/02/2019	rpestana	04/02/2019		2,757,872		2,757,8



Location(s): All Locations
Institution Account(s): RTRF

### **Vivendi SA**

Total Shares: 2,757,872 2,757,872

Meeting Results	
Outstanding Shares Voted:	Results Available: Fu

	5												
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.3%	935,553,209	99.7%	1,438,387	0.2%	1,440,514	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.3%	935,731,025	99.7%	1,452,315	0.2%	1,248,770	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	30.6%	650,896,878	69.4%	285,364,703	30.4%	1,319,519	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.4%	934,423,871	99.6%	2,744,205	0.3%	1,264,034	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.6%	933,140,339	99.4%	3,964,518	0.4%	1,327,253	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	28.3%	673,239,786	71.7%	264,546,100	28.2%	646,224	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	37.7%	584,285,413	62.3%	353,529,445	37.7%	617,252	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	25.0%	703,696,877	75.0%	234,052,234	24.9%	682,999	0.1%	Poll	F+A+AB
9	Υ	Pass	No	For	25.0%	703,783,257	75.0%	234,057,513	24.9%	591,340	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	23.4%	718,406,530	76.6%	219,413,606	23.4%	611,974	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	23.5%	718,306,121	76.5%	219,527,166	23.4%	598,823	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	23.4%	718,724,632	76.6%	219,099,141	23.3%	608,337	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	23.4%	718,346,984	76.5%	219,447,498	23.4%	637,628	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	28.8%	667,639,640	71.1%	270,179,802	28.8%	612,668	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	25.6%	697,791,314	74.4%	240,042,702	25.6%	598,094	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	27.9%	676,849,241	72.1%	260,955,429	27.8%	627,440	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	3.9%	901,494,593	96.1%	36,115,655	3.8%	611,116	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	4.1%	899,497,852	95.9%	38,115,751	4.1%	607,761	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	4.4%	897,481,318	95.6%	40,199,017	4.3%	751,565	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	4.4%	897,474,143	95.6%	40,170,887	4.3%	786,312	0.1%	Poll	F+A+AB
21	Υ	Pass	No	For	4.0%	900,443,997	96.0%	37,139,740	4.0%	611,375	0.1%	Poll	F+A+AB
22	Υ	Pass	No	For	4.0%	900,692,148	96.0%	36,971,462	3.9%	667,400	0.1%	Poll	F+A+AB
23	Υ	Pass	No	For	4.1%	900,315,485	95.9%	37,466,639	4.0%	609,986	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
24	Υ	Pass	No	For	4.0%	900,574,717	96.0%	36,944,883	3.9%	651,322	0.1%	Poll	F+A+AB
25	Υ	Pass	No	For	6.2%	880,458,940	93.8%	57,388,142	6.1%	585,028	0.1%	Poll	F+A+AB
26	Υ	Pass	No	For	3.7%	903,328,234	96.3%	34,516,549	3.7%	587,327	0.1%	Poll	F+A+AB
27	Υ	Pass	No	For	0.6%	932,739,448	99.4%	5,098,612	0.5%	594,050	0.1%	Poll	F+A+AB
	N												
28	Υ	Pass	No	For	0.6%	931,989,496	99.4%	4,221,055	0.5%	1,295,242	0.1%	Poll	F+A+AB
29	Υ	Pass	No	For	32.3%	634,820,017	67.7%	302,021,138	32.2%	664,638	0.1%	Poll	F+A+AB
30	Υ	Pass	No	For	7.8%	864,199,919	92.2%	72,642,140	7.7%	663,734	0.1%	Poll	F+A+AB
31	Υ	Pass	No	For	7.4%	868,252,234	92.6%	68,582,369	7.3%	671,190	0.1%	Poll	F+A+AB
32	Υ	Pass	No	For	0.5%	932,804,545	99.5%	4,060,558	0.4%	640,690	0.1%	Poll	F+A+AB
33	Υ	Pass	No	For	0.5%	933,136,748	99.5%	3,710,491	0.4%	658,554	0.1%	Poll	F+A+AB
34	Υ	Pass	No	For	3.7%	902,454,414	96.3%	34,385,203	3.7%	666,176	0.1%	Poll	F+A+AB
35	Y	Pass	No	For	4.2%	897,807,477	95.8%	39,036,077	4.2%	662,239	0.1%	Poll	F+A+AB
36	Y	Pass	No	For	0.1%	936,423,485	99.9%	422,113	0.0%	660,195	0.1%	Poll	F+A+AB

## **Adecco Group AG**

Meeting Date: 04/16/2019 Record Date:	Country: Switzerland Meeting Type: Annual	Primary Security ID Ticker: ADEN	: H00392318	Meeting ID: 1310250
Primary CUSIP: H00392318	<b>Primary ISIN:</b> CH0012138605		20	Proxy Level: N/A
Earliest Cutoff Date: 04/05/2019 Total Ballots: 1	Shares Voted: 434,726 Voting Policy: ISS	Votable Shares: 434,726	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 434,726

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Approve Remuneration Report	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2	Approve Allocation of Income and Dividends of CHF 2.50 per Share	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Discharge of Board and Senior Management	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Approve Remuneration of Directors in the Amount of CHF 5.1 Million	Mgmt	Yes	For	For		For	For	No	No	No
4.2	Approve Remuneration of Executive Committee in the Amount of CHF 35 Million	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.1.1	Reelect Rolf Doerig as Director and Board Chairman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.2	Reelect Jean-Christophe Deslarzes as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.3	Reelect Ariane Gorin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.4	Reelect Alexander Gut as Director	For	No	No	No						
	Voting Policy Rationale: Votes FOR the proposed nomin										
	Blended Rationale: Votes FOR the proposed nominees a										
5.1.5	Reelect Didier Lamouche as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.6	Reelect David Prince as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.7	Reelect Kathleen Taylor as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomin	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	are warranted	due to a laci	k of concerns.							
5.1.8	Reelect Regula Wallimann as Director	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: Votes FOR the proposed nominees are warranted due to a lack of concerns.											
Blended Rationale: Votes FOR the proposed nominees are warranted due to a lack of concerns.											
5.2.1	Reappoint Jean-Christophe Deslarzes as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a										



Location(s): All Locations
Institution Account(s): RTRF

### **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.2.2	Reappoint Kathleen Taylor as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nor	minees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominee	es are warranted	due to a lac	k of concerns.							
5.2.3	Appoint Didier Lamouche as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nor										
	Blended Rationale: Votes FOR the proposed nominee	es are warranted	due to a lac	k of concerns.							
5.3	Designate Anwaltskanzlei Keller KLG as Independent Proxy	Mgmt	Yes	For	For		For	For	No	No	No
5.4	Ratify Ernst & Young AG as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Creation of CHF 816,720 Million Pool of Capital without Preemptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
8	Transact Other Business (Voting)	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	rpestana	03/29/2019	rpestana	03/29/2019	434,726	434,726
						Total Shares:	434,726	434,726

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.2%	109,370,839	99.8%	118,321	0.1%	92,259	0.1%	Poll	F+A+AB
1.2	Υ	Pass	No	For	13.5%	94,823,481	86.5%	13,985,764	12.8%	772,574	0.7%	Poll	F+A+AB
2	Υ	Pass	No	For	0.0%	109,526,168	99.9%	32,254	0.0%	23,397	0.0%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
3	Υ	Pass	No	For	0.9%	108,397,065	99.1%	824,632	0.8%	146,356	0.1%	Poll	F+A+AB
4.1	Υ	Pass	No	For	7.6%	101,301,337	92.4%	8,077,213	7.4%	203,758	0.2%	Poll	F+A+AB
4.2	Y	Pass	No	For	5.4%	103,703,916	94.6%	5,652,035	5.2%	226,657	0.2%	Poll	F+A+AB
5.1.1	Y	Pass	No	For	14.4%	93,802,542	85.6%	15,654,176	14.3%	125,890	0.1%	Poll	F+A+AB
5.1.2	Y	Pass	No	For	0.7%	108,774,764	99.3%	688,913	0.6%	118,931	0.1%	Poll	F+A+AB
5.1.3	Y	Pass	No	For	0.2%	109,380,869	99.8%	83,650	0.1%	118,089	0.1%	Poll	F+A+AB
5.1.4	Y	Pass	No	For	0.6%	108,908,901	99.4%	554,868	0.5%	118,839	0.1%	Poll	F+A+AB
5.1.5	Υ	Pass	No	For	0.6%	108,947,349	99.4%	513,757	0.5%	121,502	0.1%	Poll	F+A+AB
5.1.6	Υ	Pass	No	For	9.7%	98,983,777	90.3%	10,475,178	9.6%	123,653	0.1%	Poll	F+A+AB
5.1.7	Y	Pass	No	For	4.2%	104,930,316	95.8%	4,315,550	3.9%	336,742	0.3%	Poll	F+A+AB
5.1.8	Υ	Pass	No	For	0.2%	109,350,770	99.8%	113,417	0.1%	118,421	0.1%	Poll	F+A+AB
5.2.1	Υ	Pass	No	For	0.9%	108,632,304	99.1%	892,640	0.8%	57,664	0.1%	Poll	F+A+AB
5.2.2	Υ	Pass	No	For	3.2%	106,047,022	96.8%	3,261,501	3.0%	274,085	0.3%	Poll	F+A+AB
5.2.3	Υ	Pass	No	For	0.8%	108,694,960	99.2%	801,104	0.7%	86,544	0.1%	Poll	F+A+AB
5.3	Υ	Pass	No	For	0.1%	109,489,831	99.9%	67,004	0.1%	25,773	0.0%	Poll	F+A+AB
5.4	Υ	Pass	No	For	3.4%	105,835,124	96.6%	3,719,261	3.4%	28,223	0.0%	Poll	F+A+AB
6	Υ	Pass	No	For	1.9%	107,481,596	98.1%	2,064,939	1.9%	36,073	0.0%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	109,470,092	99.9%	73,763	0.1%	38,753	0.0%	Poll	F+A+AB
8	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **Georg Fischer AG**

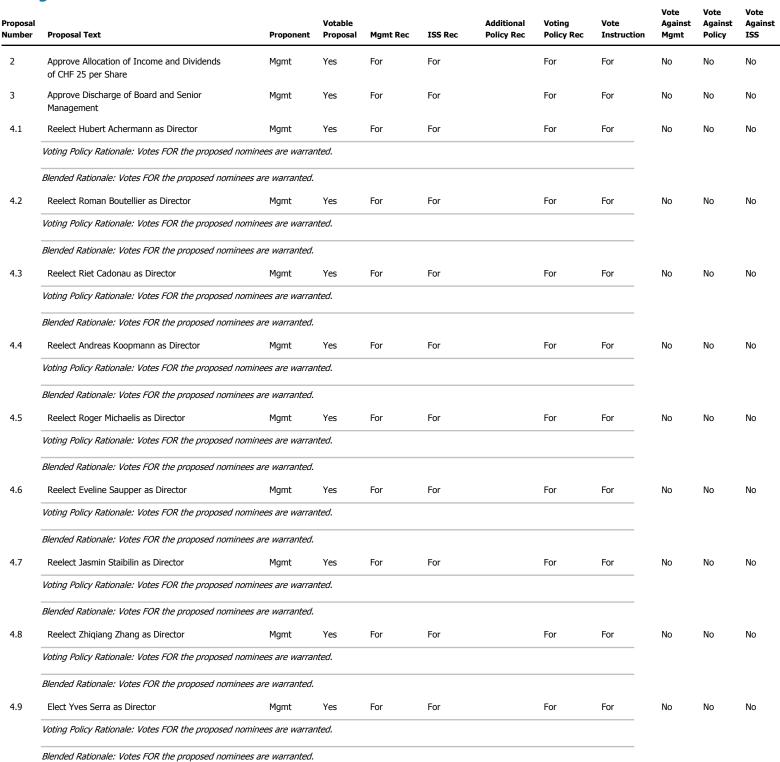
Primary CUSIP: H26091142 Primary ISIN: CH0001752309 Primary SEDOL: 4341783 Proxy Level: N/A  Earliest Cutoff Date: 04/09/2019 Shares Voted: 22,179 Votable Shares: 22,179 *Shares on Loan: 0 Shares Instructed: 22,179  Total Ballots: 1 Voting Policy: ISS Additional Policy:	Meeting Date: 04/17/2019 Record Date:	Country: Switzerland Meeting Type: Annual	Primary Secu Ticker: FI.N	rity ID: H26091142	<b>Meeting ID:</b> 1311078
	Primary CUSIP: H26091142	<b>Primary ISIN:</b> CH0001752309	Primary SEDOL	<b>:</b> 4341783	Proxy Level: N/A
	, ,	,	Votable Shares: 22,179		Shares Instructed: 22,179

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

### **Georg Fischer AG**





Location(s): All Locations
Institution Account(s): RTRF

### **Georg Fischer AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.1	Reelect Andreas Koopmann as Board Chairman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	s are warranted.									
5.2.1	Appoint Roman Boutellier as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominees are warranted.										
5.2.2	Appoint Eveline Saupper as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non										
	Blended Rationale: Votes FOR the proposed nominee										
5.2.3	Appoint Jasmin Staiblin as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed non	ninees are warra	nted.								
	Blended Rationale: Votes FOR the proposed nominee	s are warranted.									
6	Approve Remuneration of Directors in the Amount of CHF 3.8 Million	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Executive Committee in the Amount of CHF 10.5 Million	Mgmt	Yes	For	For		For	For	No	No	No
8	Ratify PricewaterhouseCoopers AG as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
9	Designate Christoph Vaucher as Independent Proxy	Mgmt	Yes	For	For		For	For	No	No	No
10	Transact Other Business (Voting)	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST is warranted	d hecause* This	item conceri	ns additional ir	etructions from	m the charehold	lor				

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	F, RTRF 392078 Confirmed		rpestana	03/29/2019	rpestana	03/29/2019	22,179	22,179
			_			Total Shares:	22,179	22,179



Location(s): All Locations
Institution Account(s): RTRF

## **Georg Fischer AG**

#### **Meeting Results**

Outstanding Shares Voted:

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	0.1%	2,092,013	99.9%	1,078	0.1%	4,425	N/A	Poll	F+A
1.2	Υ	Pass	No	For	14.5%	1,785,544	85.5%	303,784	14.5%	9,618	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	2,092,869	99.9%	3,083	0.1%	3,120	N/A	Poll	F+A
3	Υ	Pass	No	For	0.7%	2,052,481	99.3%	15,365	0.7%	10,052	N/A	Poll	F+A
4.1	Υ	Pass	No	For	0.3%	2,087,359	99.7%	6,707	0.3%	4,122	N/A	Poll	F+A
4.2	Υ	Pass	No	For	5.6%	1,974,931	94.4%	117,436	5.6%	4,813	N/A	Poll	F+A
4.3	Υ	Pass	No	For	26.7%	1,523,648	73.3%	556,044	26.7%	17,675	N/A	Poll	F+A
4.4	Υ	Pass	No	For	1.7%	2,049,645	98.3%	35,974	1.7%	12,527	N/A	Poll	F+A
4.5	Υ	Pass	No	For	0.3%	2,086,931	99.7%	5,574	0.3%	5,393	N/A	Poll	F+A
4.6	Υ	Pass	No	For	1.3%	2,067,491	98.7%	26,502	1.3%	3,608	N/A	Poll	F+A
4.7	Υ	Pass	No	For	1.4%	2,062,836	98.6%	28,950	1.4%	5,640	N/A	Poll	F+A
4.8	Υ	Pass	No	For	2.3%	2,046,086	97.7%	47,316	2.3%	4,663	N/A	Poll	F+A
4.9	Υ	Pass	No	For	0.8%	2,075,902	99.2%	17,305	0.8%	4,906	N/A	Poll	F+A
5.1	Υ	Pass	No	For	7.7%	1,934,553	92.3%	160,531	7.7%	5,292	N/A	Poll	F+A
5.2.1	Υ	Pass	No	For	4.5%	1,995,229	95.5%	93,805	4.5%	6,684	N/A	Poll	F+A
5.2.2	Υ	Pass	No	For	1.7%	2,053,529	98.3%	36,046	1.7%	6,192	N/A	Poll	F+A
5.2.3	Υ	Pass	No	For	2.2%	2,041,817	97.8%	46,162	2.2%	7,034	N/A	Poll	F+A
6	Υ	Pass	No	For	2.7%	2,026,188	97.3%	56,431	2.7%	12,192	N/A	Poll	F+A
7	Υ	Pass	No	For	12.1%	1,832,328	87.9%	251,740	12.1%	14,379	N/A	Poll	F+A
8	Υ	Pass	No	For	3.0%	2,029,445	97.0%	63,764	3.0%	4,379	N/A	Poll	F+A
9	Υ	Pass	No	For	0.2%	2,091,023	99.8%	4,710	0.2%	2,665	N/A	Poll	F+A
10	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A



No

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

lack of concerns.

2

3

#### **VINCI SA**

Meeting Date: 04/17/2019 Country: France Primary Security ID: F5879X108 Meeting ID: 1301008 Ticker: DG Record Date: 04/15/2019 Meeting Type: Annual/Special Primary CUSIP: F5879X108 Primary ISIN: FR0000125486 Primary SEDOL: B1XH026 Proxy Level: N/A Earliest Cutoff Date: 04/10/2019 Shares Voted: 231,100 Votable Shares: 231,100 \*Shares on Loan: 0 Shares Instructed: 231,100 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS **Ordinary Business** Mgmt No 1 Approve Consolidated Financial Statements For For For For Nο Nο Mamt Nο Yes and Statutory Reports Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and

Approve Financial Statements and Statutory Mgmt Yes For For For For No No Reports

Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion

and lack of concerns.

Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns.

Approve Allocation of Income and Dividends Mgmt For For For For No No No of EUR 2.67 per Share Yes For For Reelect Robert Castaigne as Director Mamt For For No No No

Voting Policy Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.



Location(s): All Locations Institution Account(s): RTRF

#### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Reelect Ana Paula Pessoa as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employ recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns the representative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ee shareholder ems 4 and 6). erns (Items 5 older directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recomn tives (if any): ( Ithe (re)election or or o	mended; exclud 61.5 percent vs ons of these ind 8 is warranted independence	ling governments  50 percent  dependent  because the  is satisfactory.*	t				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 5 representatives, employee representatives, and employ recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific conc most representative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	0.0 percent vs ee shareholder ems 4 and 6). erns (Items 5 older directors	33.3 percer representa * Votes FOR and 7).* A v hip and the	nt recommende tives (if any): ( Ithe (re)election Tote FOR Item Totel of board	ed; excluding g 61.5 percent vs ons of these ind 8 is warranted independence	overnment  50 percent  dependent  because the  is satisfactory.*					
6	Reelect Pascale Sourisse as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employ recommended) and the absence of specific concerns (It pominees are warranted in the absence of specific concerns).	ers: 50.0 perce ee shareholder ems 4 and 6).	ent vs 33.3 p r representa * Votes FOR	nercent recomn tives (if any): ( Ithe (re)election	mended; exclud 61.5 percent vs ons of these ind	ling governmen 550 percent dependent					

nominees are warranted in the absence of specific concerns (Items 5 and 7). \* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
7	Elect Caroline Gregoire Sainte Marie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections level of board independence (including all board mem representatives, employee representatives, and employee recommended) and the absence of specific concerns nominees are warranted in the absence of specific comost representative candidate for the employee shard Votes AGAINST Items 9-11 are warranted given the signoup and the alternative nature of the election.	obers: 50.0 perc oyee shareholde (Items 4 and 6). ncerns (Items 5 eholder directors	ent vs 33.3 per representa * Votes FOR and 7).* A ship and the	percent recom atives (if any): R the (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted I independence	nding governmen os 50 percent ndependent d because the e is satisfactory.	, t «				
	Blended Rationale: * Votes FOR the (re)elections of to foord independence (including all board members: representatives, employee representatives, and employee recommended) and the absence of specific concerns nominees are warranted in the absence of specific comost representative candidate for the employee share Votes AGAINST Items 9-11 are warranted given the signoup and the alternative nature of the election.	50.0 percent vs oyee shareholde (Items 4 and 6). ncerns (Items 5 eholder directors	s 33.3 percent or representa or Votes FOR of and 7).* A loship and the	nt recommend atives (if any): R the (re)elect vote FOR Item level of board	led; excluding 61.5 percent vions of these in 8 is warranted I independence	government  s 50 percent  ndependent  d because the e is satisfactory.					
8	Elect Dominique Muller Joly-Pottuz as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	For		For	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections level of board independence (including all board mem representatives, employee representatives, and employee recommended) and the absence of specific concerns nominees are warranted in the absence of specific comost representative candidate for the employee shard Votes AGAINST Items 9-11 are warranted given the signoup and the alternative nature of the election.	obers: 50.0 perc oyee shareholde (Items 4 and 6). ncerns (Items 5 eholder directors	ent vs 33.3 per representa * Votes FOR and 7).* A s ship and the	percent recom atives (if any): R the (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted I independence	nding governmen os 50 percent ndependent d because the e is satisfactory.	nt T				
	Blended Rationale: * Votes FOR the (re)elections of the	hese non-indepe	endent nomi	nees are warra	anted given the	e satisfactory lev	rel				

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory lever of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.



group and the alternative nature of the election.

Location(s): All Locations
Institution Account(s): RTRF

#### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Elect Francoise Roze as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board memb representatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific concerns to the representative candidate for the employee shareh votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ree shareholde tems 4 and 6). cerns (Items 5 rolder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v chip and the	percent recominatives (if any): R the (re)electivote FOR Item Vote FOR Item	mended; exclu 61.5 percent v ions of these ir 8 is warranted independence	nding governmen os 50 percent ndependent d because the e is satisfactory.	nt T				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 9 representatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific concerns to the superior concerns to the employee shareholder votes AGAINST Items 9-11 are warranted given the superior pand the alternative nature of the election.	50.0 percent vs ree shareholde tems 4 and 6). cerns (Items 5 rolder directors	: 33.3 percent r representa * Votes FOR and 7).* A v hip and the	nt recommend ntives (if any): R the (re)electi vote FOR Item level of board	ed; excluding 61.5 percent vions of these in 8 is warranted independence	government  s 50 percent  ndependent  d because the e is satisfactory.					
10	Elect Jarmila Matouskova as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board memb representatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific concerns to the temporal representative candidate for the employee shareh votes AGAINST Items 9-11 are warranted given the support of the supp	ers: 50.0 perce ree shareholde tems 4 and 6). cerns (Items 5 rolder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v chip and the	percent recominatives (if any): R the (re)election Prote FOR Item Sevel of board	mended; exclu 61.5 percent v ions of these ir 8 is warranted independence	nding governments 50 percent andependent and because the er is satisfactory.	r t				

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.



Location(s): All Locations
Institution Account(s): RTRF

### **VINCI SA**

VIIIC	21 JA										
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
11	Elect Jean-Charles Garaffa as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employ recommended) and the absence of specific concerns (1 nominees are warranted in the absence of specific concerns the representative candidate for the employee sharef Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ree shareholde tems 4 and 6). cerns (Items 5 nolder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v ship and the	percent recom ntives (if any): R the (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these ir o 8 is warranted I independence	ding governments 50 percent adependent al because the is satisfactory.	nt *				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: representatives, employee representatives, and employ recommended) and the absence of specific concerns (1 nominees are warranted in the absence of specific concerns the representative candidate for the employee shared Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	50.0 percent vs ree shareholder tems 4 and 6). cerns (Items 5 nolder directors	33.3 percent r representa * Votes FOR and 7).* A v ship and the	nt recommend ntives (if any): R the (re)elect vote FOR Item level of board	led; excluding g 61.5 percent v ions of these in 8 is warranted I independence	government s 50 percent adependent d because the is satisfactory.	*				
12	Renew Appointment of Deloitte Et Associes as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becau	se there are n	o concerns i	regarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	nere are no con	ncerns regar	ding these pro	pposals.						
13	Appoint PricewaterhouseCoopers Audit as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted because	se there are n	o concerns r	regarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	nere are no con	ncerns regar	ding these pro	pposals.						
14	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.6 Million	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Remuneration Policy for Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Compensation of Xavier Huillard, Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								
18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
20	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 300 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive rig		their propose	ed volumes res	spect the recon	nmended					
21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive rig		heir propose	ed volumes res	spect the recon	nmended					
22	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive rig		heir propose	ed volumes res	spect the recon	nmended					
23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 20-22	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive rig		their propose	ed volumes res	spect the recon	nmended					
24	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorizations guidelines for issuances with and without preemptive rig		d as their pro	oposed volume	es respect the i	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive rig		their propose	ed volumes res	spect the recon	nmended					



Location(s): All Locations
Institution Account(s): RTRF

### **VINCI SA**

roposal lumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against 1 Mgmt	Vote Against Policy	Vote Against ISS
25	Authorize Capital Issuances for Employee Stock Purchase Plans		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FC plans could increase employee pasavings-related share purchase p local and international Vinci emp participation has constantly been	articipation to a level of plans.The main reasons ployees;* There is no e	of ownership the s for support ar	nat is not dee re:* These p	emed as an acc plans appear to	ceptable thresh be a key reter	hold for ntion element fo					
	Blended Rationale: Votes FOR the could increase employee particip share purchase plans. The main r international Vinci employees;* Thas constantly been below 10 pe	ation to a level of own easons for support are There is no evidence of	nership that is n e:* These plans	not deemed a s appear to b	as an acceptab be a key retent	ble threshold fo tion element fo	or savings-relate or local and					
26	Authorize Capital Issuances for Employee Stock Purchase Plans Employees of International Sub	Reserved for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FC plans could increase employee pasavings-related share purchase p local and international Vinci emp participation has constantly been											
	Blended Rationale: Votes FOR the could increase employee participe share purchase plans. The main reinternational Vinci employees; * The has constantly been below 10 pe	ation to a level of own easons for support are There is no evidence of	nership that is n e:* These plans	not deemed a s appear to b	as an acceptab be a key retent	ble threshold fo tion element fo	or savings-relate or local and					
27	Amend Article 10 of Bylaws Re: Disclosure Thresholds	Shareholding	Mgmt	Yes	For	For		For	For	No	No	No
28	Amend Article 16 of Bylaws to C Legal Changes Re: Auditors	Comply with	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Filing of Required Doo Formalities	cuments/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot State	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RTRF, RTF	F	392078	Confirmed		rpestana	04/04/2019	rpestana	04/04/2019		231,100		
												231,100

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.5%	341,412,411	99.5%	1,112,633	0.3%	550,662	0.2%	Poll	F+A+AB

### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRE

stituti	on Account(s	): RTRF											
tem #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	0.2%	342,356,939	99.8%	172,680	0.1%	546,087	0.2%	Poll	F+A+AB
3	Υ	Pass	No	For	0.2%	342,362,296	99.8%	171,527	0.0%	541,883	0.2%	Poll	F+A+AB
4	Υ	Pass	No	For	9.5%	310,647,572	90.5%	31,878,689	9.3%	549,445	0.2%	Poll	F+A+AB
5	Y	Pass	No	For	4.0%	329,347,590	96.0%	13,178,279	3.8%	549,837	0.2%	Poll	F+A+AB
6	Y	Pass	No	For	10.0%	308,854,374	90.0%	33,673,480	9.8%	547,852	0.2%	Poll	F+A+AB
7	Y	Pass	No	For	2.0%	336,288,104	98.0%	6,236,295	1.8%	551,307	0.2%	Poll	F+A+AB
8	Υ	Pass	No	None	N/A	338,396,672	98.6%	4,096,434	1.2%	582,600	0.2%	Poll	F+A+AB
9	Y	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
10	Y	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
11	Y	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
12	Y	Pass	No	For	7.3%	317,980,026	92.7%	24,553,010	7.2%	542,670	0.2%	Poll	F+A+AB
13	Υ	Pass	No	For	1.1%	339,135,854	98.9%	3,393,327	1.0%	546,525	0.2%	Poll	F+A+AB
14	Y	Pass	No	For	1.8%	337,043,390	98.2%	5,472,903	1.6%	559,413	0.2%	Poll	F+A+AB
15	Υ	Pass	No	For	1.8%	336,951,937	98.2%	5,572,245	1.6%	551,524	0.2%	Poll	F+A+AB
16	Υ	Pass	No	For	N/A	313,034,735	N/A	29,488,268	N/A	552,703	N/A	Poll	F+A+AB
17	Υ	Pass	No	For	N/A	318,660,330	N/A	23,855,440	N/A	559,936	N/A	Poll	F+A+AB
	N												
18	Υ	Pass	No	For	0.4%	341,759,990	99.6%	764,646	0.2%	551,070	0.2%	Poll	F+A+AB
19	Υ	Pass	No	For	0.3%	341,949,723	99.7%	568,193	0.2%	557,387	0.2%	Poll	F+A+AB
20	Υ	Pass	No	For	0.9%	340,133,719	99.1%	2,389,600	0.7%	552,387	0.2%	Poll	F+A+AB
21	Υ	Pass	No	For	4.3%	328,487,104	95.7%	14,032,168	4.1%	556,434	0.2%	Poll	F+A+AB
22	Υ	Pass	No	For	6.0%	322,452,732	94.0%	20,020,127	5.8%	602,847	0.2%	Poll	F+A+AB
23	Υ	Pass	No	For	8.4%	314,134,320	91.6%	28,338,074	8.3%	603,312	0.2%	Poll	F+A+AB
24	Υ	Pass	No	For	4.8%	326,574,287	95.2%	15,898,319	4.6%	603,100	0.2%	Poll	F+A+AB
25	Υ	Pass	No	For	1.9%	336,449,321	98.1%	5,778,639	1.7%	847,746	0.2%	Poll	F+A+AB
26	Υ	Pass	No	For	1.9%	336,538,000	98.1%	5,960,408	1.7%	577,298	0.2%	Poll	F+A+AB
27	Υ	Pass	No	For	0.7%	326,048,958	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB
28	Υ	Pass	No	For	0.7%	340,797,376	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB
29	Y	Pass	No	For	0.7%	340,560,103	99.3%	1,557,598	0.5%	958,005	0.3%	Poll	F+A+AB



Proxy Level: 3

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Cigna Corporation**

Primary CUSIP: 125523100

Meeting Date: 04/24/2019Country: USAPrimary Security ID: 125523100Meeting ID: 1308159Record Date: 02/25/2019Meeting Type: AnnualTicker: CI

Record Date: 02/25/2019 Meeting Type: Annual Ticker: CI

Earliest Cutoff Date: 04/23/2019 Shares Voted: 371,223 Votable Shares: 371,223 \*Shares on Loan: 0 Shares Instructed: 371,223

Primary SEDOL: BHJ0775

Total Ballots: 1 Voting Policy: ISS Additional Policy:

**Primary ISIN:** US1255231003

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Agains n Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director David M. Cordani	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	rd.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director William J. DeLaney	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director Eric J. Foss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Elder Granger	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Isaiah Harris, Jr.	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Roman Martinez, IV	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	rd.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Kathleen M. Mazzarella	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	rd.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Mark B. McClellan	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									



Location(s): All Locations
Institution Account(s): RTRF

# **Cigna Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.9	Elect Director John M. Partridge	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.							Against Policy	
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director William L. Roper	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.11	Elect Director Eric C. Wiseman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.12	Elect Director Donna F. Zarcone	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.								Yes No Yes  Yes  No No No No	
1.13	Elect Director William D. Zollars	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.							Yes  No  Yes  Yes  No  No  No  No  No	
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Written Consent	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is war written consent right and a means to act between annu	-	hat it would	provide share	holders with a	meaningful					
	Blended Rationale: A vote FOR this proposal is warrante consent right and a means to act between annual meet	-	t would prov	ride shareholde	ers with a mear	ningful written				Yes No Yes Yes No No No	
5	Report on Cyber Risk *Withdrawn Resolution*	SH	No								
6	Report on Gender Pay Gap	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is war allowing them to better measure the progress of the co	•				nformation					
Ballot D	Blended Rationale: A vote FOR this proposal is warrante them to better measure the progress of the company's				dditional inforn	nation allowing				Yes  No  Yes  Yes  No  No  No  No  No	

### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	000392078	000392078 Confirmed		04/15/2019	04/15/2019 dnicoll		371,223	371,223
						Total Shares:	371,223	371,223



Location(s): All Locations
Institution Account(s): RTRF

## **Cigna Corporation**

#### **Meeting Results**

Outstanding Shares Voted: 379,672,315 Results Available: Full

	itstanding Snares voted: 3/9,6/2,313			i i i	its Available: ruii								
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	0.5%	318,627,315	99.5%	1,537,724	0.5%	912,609	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	0.3%	319,016,703	99.7%	1,119,532	0.3%	941,413	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.5%	318,517,679	99.5%	1,619,941	0.5%	940,028	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.4%	318,781,713	99.6%	1,131,555	0.4%	1,164,380	N/A	Proxy	F+A
1.5	Y	Pass	No	For	1.4%	315,686,399	98.6%	4,449,303	1.4%	941,946	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	2.9%	310,937,506	97.1%	9,203,261	2.9%	936,881	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.1%	319,563,508	99.9%	391,718	0.1%	1,122,422	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.4%	319,006,318	99.6%	1,138,397	0.4%	932,933	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.0%	316,908,576	99.0%	3,219,963	1.0%	949,109	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.2%	319,629,753	99.8%	518,742	0.2%	929,153	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.1%	313,325,186	97.9%	6,813,225	2.1%	939,237	N/A	Proxy	F+A
1.12	Υ	Pass	No	For	3.3%	309,600,554	96.7%	10,575,990	3.3%	901,104	N/A	Proxy	F+A
1.13	Υ	Pass	No	For	3.7%	308,138,122	96.3%	11,990,029	3.7%	949,497	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	297,576,099	92.7%	22,361,912	7.0%	1,139,637	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	3.2%	333,215,490	96.8%	10,058,575	2.9%	936,187	0.3%	Proxy	F+A+AB
4	Υ	Pass	No	Against	63.9%	203,936,877	63.5%	115,899,414	36.1%	1,241,357	0.4%	Proxy	F+A+AB
5	N												
6	Υ	Fail	No	Against	36.7%	112,538,356	35.1%	203,251,671	63.3%	5,287,621	1.6%	Proxy	F+A+AB

# Cleveland-Cliffs, Inc.

Meeting Date: 04/24/2019	Country: USA	Primary Security ID: 185899101	<b>Meeting ID:</b> 1306012
Record Date: 02/25/2019	Meeting Type: Annual	Ticker: CLF	
<b>Primary CUSIP:</b> 185899101	Primary ISIN: US1858991011	Primary SEDOL: BYVZ186	Proxy Level: 3



Location(s): All Locations
Institution Account(s): RTRF

### Cleveland-Cliffs, Inc.

Earliest Cutoff Date: 04/23/2019 Shares Voted: 3,771,815 Votable Shares: 3.771.815 \*Shares on Loan: 0 Shares Instructed: 3,771,815 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Policy Rec Policy **Proposal Text** ISS Rec Number Proposal **Mgmt Rec Policy Rec** Instruction ISS Proponent Mgmt Elect Director John T. Baldwin Yes For For No No 1.1 Mgmt For For No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.2 Elect Director Robert P. Fisher, Jr. For Mgmt Yes For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.3 Elect Director Lourenco Goncalves Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.4 Elect Director Susan M. Green Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director M. Ann Harlan 1.5 Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.6 Elect Director Janet L. Miller Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.7 Mgmt Elect Director Joseph A. Rutkowski, Jr. For For Yes For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.8 Elect Director Eric M. Rychel Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.9 Elect Director Michael D. Siegal Yes For For For For Mamt Nο Nο Nο Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): RTRF

## Cleveland-Cliffs, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1.10	Elect Director Gabriel Stoliar		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC	OR the director nominee.	s is warrante	d.								
	Blended Rationale: A vote FOR the	e director nominees is w	varranted.									
1.11	Elect Director Douglas C. Taylor		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC	OR the director nominee:	s is warrante	d.								
	Blended Rationale: A vote FOR the	e director nominees is v	varranted.									
2	Advisory Vote to Ratify Named E Officers' Compensation	xecutive	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	, , ,											
	Blended Rationale: A vote AGAINS adequately addressed shareholded driven by a maximum-level STI pa award remains high relative to pe performance, without a disclosed \$600,000 without rationale. Provide	r feedback. However, pa nyout. While the STI pro ers. Furthermore, perfo cap in the event TSR is	ay magnitude ogram will ind rmance equit negative. Fir	e concerns p corporate fe ty may be ea nally, the va	persisted in the wer subjective arned for just r lue of personal	most recent po goals in FY19, median relative l aircraft usage	eriod, primarily the CEO's targe TSR topped	et				
3	Ratify Deloitte & Touche LLP as a	Auditors	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares	:	Shares Voted
RTRF, RTF	RF	000392078	Confirmed		dnicoll	04/12/2019	dnicoll	04/12/2019		3,771,815		3,771,815

#### **Meeting Results**

Outstanding Shares Voted: 290,568,635 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base			
1.1	Y	Pass	No	For	1.6%	169,322,965	98.4%	2,823,051	1.6%	0	N/A	Proxy	F+A			
1.2	Υ	Pass	No	For	1.2%	170,046,726	98.8%	2,099,290	1.2%	0	N/A	Proxy	F+A			
1.3	Υ	Pass	No	For	1.5%	169,556,968	98.5%	2,589,048	1.5%	0	N/A	Proxy	F+A			
1.4	Υ	Pass	No	For	1.9%	168,868,823	98.1%	3,277,193	1.9%	0	N/A	Proxy	F+A			
1.5	Υ	Pass	No	For	0.8%	170,699,052	99.2%	1,446,964	0.8%	0	N/A	Proxy	F+A			

Total Shares:

3,771,815

3,771,815



Meeting ID: 1294170

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.6	Y	Pass	No	For	0.8%	170,686,426	99.2%	1,459,590	0.8%	0	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.7%	169,289,465	98.3%	2,856,551	1.7%	0	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	1.7%	169,289,221	98.3%	2,856,795	1.7%	0	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.6%	169,426,480	98.4%	2,719,536	1.6%	0	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	1.7%	169,281,161	98.3%	2,864,855	1.7%	0	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.2%	168,412,895	97.8%	3,733,121	2.2%	0	N/A	Proxy	F+A
2	Υ	Pass	No	For	30.1%	120,248,209	69.9%	50,163,750	29.1%	1,734,057	1.0%	Proxy	F+A+AB
3	Υ	Pass	No	For	1.2%	256,284,949	98.8%	2,459,286	0.9%	671,091	0.3%	Proxy	F+A+AB

### **Ocado Group Plc**

Meeting Date: 05/01/2019

Earliest Cutoff Date: 04/25/2010	Shares Voted: 2 520 752	Votable Chares 2 520 752 *Chares on Loans	0 Shares Instructed: 2 520 752
Primary CUSIP: G6718L106	Primary ISIN: GB00B3MBS747	Primary SEDOL: B3MBS74	Proxy Level: N/A
<b>Record Date:</b> 04/29/2019	Meeting Type: Annual	Ticker: OCDO	-

Primary Security ID: G6718L106

Earliest Cutoff Date: 04/25/2019 Shares Voted: 2,529,752 Votable Shares: 2,529,752 \*Shares on Loan: 0 Shares Instructed: 2,529,752

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

Country: United Kingdom

Blended Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.



Location(s): All Locations
Institution Account(s): RTRF

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
3	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes	
	Voting Policy Rationale: A vote AGAINST this proposal is the AIP framework, in particular the targets relating to be in 2018 are not disclosed. In addition, a significant porti- full.* An above-inflationary salary increase awarded to L											
	Blended Rationale: A vote AGAINST this proposal is war framework, in particular the targets relating to EBITDA a are not disclosed. In addition, a significant portion of the above-inflationary salary increase awarded to Luke Jens											
4	Re-elect Lord Rose as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): RTRF

### **Ocado Group Plc**

Proposal Number	·-		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
5	Re-elect Tim Steiner as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Duncan Tatton-Brown as Director

Mgmt

Yes

For

FO

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): RTRF

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	vote Against Mgmt	Vote Against Policy	Vote Against ISS	
7	Re-elect Neill Abrams as Director	Mgmt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Mark Richardson as Director

Mgmt

Yes

For

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): RTRF

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
9	Re-elect Luke Jensen as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is: \*\*The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

10 Re-elect Jorn Rausing as Director

Mgmt

For

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): RTRF

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	vote Against Policy	Vote Against ISS	:
11	Re-elect Ruth Anderson as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

12 Re-elect Douglas McCallum as Director

Mgmt

Yes

For

FO

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): RTRF

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
13	Re-elect Andrew Harrison as Director	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is: \*\*The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

14 Re-elect Emma Lloyd as Director

Mgmt

Yes

For

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): RTRF

## **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
15	Elect Julie Southern as Director	Mgmt	Yes	For	For		For	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: Items 4-9 and 11-15A vote FOR identified. Item 10: Re-elect Jorn Rausing as Director's without concern for shareholders on account of:* Poten overall Board composition still falls below UK Code record sub-committees is considered to be in line with the record the Board, effective June and September. Items 11 & 12 candidates is considered warranted, although it is not work members of the Remuneration Committee and concerns AGM. The main reasons for support are:* Both the NEDs Re-elect Andrew HarrisonA vote AGAINST his re-election Remuneration Committee and serious concerns around the support of the support of the Remuneration Committee and serious concerns around the support of the support of the support of the Remuneration Committee and serious concerns around the support of the s	ote FOR this of this of the period of the pe	andidate is of ance issues had the main rea of the UK Co and	considered wa nave been ider ason for supp lode; and* Fur and Douglas M olders on acco again being l Board during to on account of	rranted, althountified, on acco ort is:* The conther changes a fcCallumA vote unt of:* They want of: highlighted for the course of 20 with the chisthe	igh it is not unt of which the imposition of key are being made to FOR these are both the 2019 019.Item 13: air of the	,				
	Blended Rationale: Items 4-9 and 11-15A vote FOR thes identified. Item 10: Re-elect Jorn Rausing as DirectorA without concern for shareholders on account of:* Poten overall Board composition still falls below UK Code records sub-committees is considered to be in line with the record the Board, effective June and September. Items 11 & 12 candidates is considered warranted, although it is not work members of the Remuneration Committee and concerns AGM. The main reasons for support are:* Both the NEDS Re-elect Andrew HarrisonA vote AGAINST his re-election Remuneration Committee and serious concerns around	ote FOR this of this of the pender of the pe	andidate is of ance issues had the main read of the UK Control of the UK Control of the UK Control of the Manderson and for sharehold meration are an from the End warranted	considered wa nave been ider nason for suppo lode; and* Fur and Douglas M polders on acco nagain being l Board during to on account of	rranted, althountified, on acco ort is:* The conther changes a fcCallumA vote unt of:* They on the course of 20 the course of 20 the course of 20 the course of 20 the course of 20	igh it is not unt of which the imposition of key are being made to FOR these are both the 2019 019.Item 13: air of the	,				
16	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
19	Approve Value Creation Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST the proposed V complex and extremely geared with no sufficiently stron scheme for the Group CEO, who already owns c. 3.4% of performance; and* The scheme is expensive to adminis	ng explanation of equity in th	provided ov e Company;	er the retention * The VCP allo	ve or motivation wws for retesting	nal effects of the	ė				
	Blended Rationale: A vote AGAINST the proposed Value complex and extremely geared with no sufficiently stronscheme for the Group CEO, who already owns c. 3.4% of performance; and* The scheme is expensive to administ	ng explanation of equity in th	provided ov e Company;	er the retention * The VCP allo	ve or motivation was for retesting	nal effects of the	ę				
20	Approve Annual Incentive Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is was bonus and the LTIP into a single scheme, and the quant reward due to shorter-term targets.						/				
	Blended Rationale: A vote AGAINST this item is warrant bonus and the LTIP into a single scheme, and the quant reward due to shorter-term targets.			•							
21	Approve Sharesave Scheme	Mgmt	Yes	For	For		For	For	No	No	No
22	Approve Executive Share Option Scheme	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# **Ocado Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote t Against ISS
23	Approve the Amendment to the Cl Share Matching Award	hairman's	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGA the proposed retrospective amendment		n is warranted L	because:* T	There is no con	npelling rationa	le provided for					
	Blended Rationale: A vote AGAINST proposed retrospective amendment		varranted becau	ıse:* There	is no compelli	ing rationale pro	ovided for the					
24	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR within recommended limits.	these resolutions i.	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FOR thes recommended limits.	se resolutions is con	nsidered warran	ted as the p	proposed amou	unts and duration	ons are within					
25	Authorise Issue of Equity in Conne Rights Issue	ection with a	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR within recommended limits.	these resolutions is	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FOR thes recommended limits.	se resolutions is con	nsidered warran	ted as the p	proposed amou	unts and duration	ons are within					
26	Authorise Issue of Equity without Rights	Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR within recommended limits.	these resolutions is	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FOR thes recommended limits.	se resolutions is con	nsidered warran	ted as the p	proposed amou	unts and duration	ons are within					
27	Authorise Issue of Equity without Rights in Connection with an Acqu Other Capital Investment	-	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR within recommended limits.	these resolutions is	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FOR thes recommended limits.	se resolutions is con	nsidered warran	ted as the p	proposed amou	unts and duration	ons are within					
28	Authorise Market Purchase of Ordi	inary Shares	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorise the Company to Call Ge Meeting with Two Weeks' Notice	neral	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		rpestana	04/23/2019	rpestana	04/23/2019		2,529,752		2,529,752
								Total Shares		2,529,752		2,529,752

#### **Meeting Results**

Outstanding Shares Voted: 699,558,324 Results Available: Partial



Location(s): All Locations Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	580,935,222	100.0%	686	0.0%	3,734,886	N/A	Poll	F+A
2	Υ	Pass	No	For	24.2%	440,260,450	75.8%	140,813,977	24.2%	3,596,366	N/A	Poll	F+A
3	Υ	Pass	No	For	25.4%	436,208,712	74.6%	148,357,899	25.4%	104,182	N/A	Poll	F+A
4	Υ	Pass	No	For	4.0%	560,587,988	96.0%	23,366,438	4.0%	716,367	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	580,939,810	99.4%	3,709,015	0.6%	21,969	N/A	Poll	F+A
6	Υ	Pass	No	For	0.7%	580,356,117	99.3%	4,291,922	0.7%	22,755	N/A	Poll	F+A
7	Υ	Pass	No	For	0.9%	579,652,618	99.2%	4,995,421	0.9%	22,755	N/A	Poll	F+A
8	Υ	Pass	No	For	0.6%	580,935,985	99.4%	3,712,054	0.6%	22,755	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	580,828,501	99.4%	3,818,020	0.7%	24,273	N/A	Poll	F+A
10	Υ	Pass	No	For	4.7%	557,062,604	95.3%	27,562,917	4.7%	45,272	N/A	Poll	F+A
11	Υ	Pass	No	For	5.3%	552,848,289	94.7%	31,129,932	5.3%	692,572	N/A	Poll	F+A
12	Υ	Pass	No	For	4.9%	556,015,564	95.1%	28,609,958	4.9%	45,272	N/A	Poll	F+A
13	Υ	Pass	No	For	17.3%	483,526,341	82.7%	101,114,665	17.3%	29,787	N/A	Poll	F+A
14	Υ	Pass	No	For	0.4%	582,241,020	99.6%	2,333,201	0.4%	45,272	N/A	Poll	F+A
15	Υ	Pass	No	For	1.1%	567,094,369	98.9%	6,192,725	1.1%	11,383,700	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	584,564,820	100.0%	90,722	0.0%	17,252	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	584,645,046	100.0%	11,057	0.0%	14,691	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	578,940,447	99.0%	5,714,929	1.0%	15,418	N/A	Poll	F+A
19	Υ	Pass	No	For	24.3%	441,098,974	75.7%	141,406,517	24.3%	2,165,302	N/A	Poll	F+A
20	Υ	Pass	No	For	18.7%	471,886,092	81.3%	108,546,820	18.7%	4,237,881	N/A	Poll	F+A
21	Υ	Pass	No	For	0.5%	581,543,328	99.5%	3,103,855	0.5%	23,610	N/A	Poll	F+A
22	Υ	Pass	No	For	1.1%	578,319,710	98.8%	6,328,586	1.1%	22,497	N/A	Poll	F+A
23	Υ	Pass	No	For	23.0%	449,872,574	77.0%	134,084,120	23.0%	714,099	N/A	Poll	F+A
24	Υ	Pass	No	For	0.8%	579,879,635	99.2%	4,771,650	0.8%	19,509	N/A	Poll	F+A
25	Υ	Pass	No	For	3.6%	563,415,595	96.4%	21,239,968	3.6%	15,231	N/A	Poll	F+A
26	Υ	Pass	No	For	0.6%	581,304,750	99.4%	3,346,324	0.6%	19,720	N/A	Poll	F+A
27	Υ	Pass	No	For	1.8%	574,322,582	98.2%	10,328,491	1.8%	19,720	N/A	Poll	F+A
28	Υ	Pass	No	For	0.3%	583,017,207	99.7%	1,530,070	0.3%	123,516	N/A	Poll	F+A
29	Υ	Pass	No	For	1.2%	577,415,280	98.8%	7,241,081	1.2%	14,433	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): RTRF

#### ArcelorMittal SA

Primary Security ID: L0302D210 Meeting Date: 05/07/2019 Country: Luxembourg Meeting ID: 1294571 Meeting Type: Annual Ticker: MT Record Date: 04/23/2019 Primary CUSIP: L0302D210 Primary ISIN: LU1598757687 Primary SEDOL: BYPBS67 Proxy Level: N/A Earliest Cutoff Date: 04/30/2019 Shares Voted: 993,255 Votable Shares: 993,255 \*Shares on Loan: 0 Shares Instructed: 993,255 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Annual Meeting Agenda Mgmt No 1 Receive Board's and Auditor's Reports Mamt Nο Approve Consolidated Financial Statements Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used. Blended Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used. ΙΙ Approve Financial Statements Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used. Blended Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used. Approve Allocation of Income and Dividends III Mgmt Yes For For For For No No No of USD 0.20 Per Share Approve Remuneration of Directors ΤV Mgmt Yes For For For For No No No Approve Discharge of Directors Mgmt Yes For For For For Nο Nο Nο VI Reelect Vanisha Mittal Bhatia as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote FOR is warranted, as:\* The nominees appear to possess the necessary qualifications for board membership;\* The board is sufficiently independent; and\* The terms do not exceed four years. Blended Rationale: A vote FOR is warranted, as: \* The nominees appear to possess the necessary qualifications for board membership;\* The board is sufficiently independent; and\* The terms do not exceed four years. VII Reelect Suzanne Nimocks as Director Mgmt For For No No No Voting Policy Rationale: A vote FOR is warranted, as:\* The nominees appear to possess the necessary qualifications for board membership;\* The board is sufficiently independent; and\* The terms do not exceed four years. Blended Rationale: A vote FOR is warranted, as:\* The nominees appear to possess the necessary qualifications for board membership;\* The board is sufficiently independent; and\* The terms do not exceed four years. VIII Reelect Jeannot Krecke as Director Mamt For For No No No Voting Policy Rationale: A vote FOR is warranted, as:\* The nominees appear to possess the necessary qualifications for board

Blended Rationale: A vote FOR is warranted, as:\* The nominees appear to possess the necessary qualifications for board

membership;\* The board is sufficiently independent; and\* The terms do not exceed four years.

membership;\* The board is sufficiently independent; and\* The terms do not exceed four years.



Location(s): All Locations
Institution Account(s): RTRF

### **ArcelorMittal SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
IX	Reelect Karel De Gucht as	s Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted, as:* The nominees appear to possess the necessary qualifications for board membership;* The board is sufficiently independent; and* The terms do not exceed four years.  Blended Rationale: A vote FOR is warranted, as:* The nominees appear to possess the necessary qualifications for board.											
	Blended Rationale: A vote FOR is warranted, as:* The nominees appear to possess the necessary qualifications for board membership;* The board is sufficiently independent; and* The terms do not exceed four years.											
X	Ratify Deloitte as Auditor		Mgmt	Yes	For	For		For	For	No	No	No
XI	Approve Share Plan Grant Performance Share Unit P		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RTRF, RTR	RF	392078	Confirmed		dnicoll	04/15/2019	dnicoll	04/15/2019		993,255		993,255
								Total Shares	s:	993,255		993,255

#### **Meeting Results**

Outstanding Shares Voted:	Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	N												
I	Υ	Pass	No	For	0.2%	703,347,723	99.8%	106,519	0.0%	1,463,232	0.2%	Poll	F+A+AB
II	Υ	Pass	No	For	0.2%	703,344,054	99.8%	105,825	0.0%	1,467,595	0.2%	Poll	F+A+AB
III	Υ	Pass	No	For	0.1%	703,882,242	99.9%	145,761	0.0%	889,471	0.1%	Poll	F+A+AB
IV	Υ	Pass	No	For	2.4%	687,608,283	97.5%	16,411,117	2.3%	898,074	0.1%	Poll	F+A+AB
٧	Υ	Pass	No	For	N/A	693,550,280	N/A	5,682,186	N/A	5,685,008	N/A	Poll	F+A+AB
VI	Υ	Pass	No	For	1.3%	695,616,456	98.7%	2,729,998	0.4%	6,571,020	0.9%	Poll	F+A+AB
VII	Υ	Pass	No	For	1.6%	693,394,030	98.4%	4,443,789	0.6%	7,079,655	1.0%	Poll	F+A+AB
VIII	Υ	Pass	No	For	1.6%	693,647,373	98.4%	4,490,835	0.6%	6,779,266	1.0%	Poll	F+A+AB
IX	Υ	Pass	No	For	1.5%	694,364,102	98.5%	3,980,801	0.6%	6,572,571	0.9%	Poll	F+A+AB
х	Υ	Pass	No	For	0.7%	699,773,786	99.3%	4,301,042	0.6%	842,646	0.1%	Poll	F+A+AB
XI	Υ	Pass	No	For	5.7%	664,423,105	94.3%	39,552,381	5.6%	941,988	0.1%	Poll	F+A+AB



Proxy Level: 3

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

Primary CUSIP: 067901108

# **Barrick Gold Corporation**

Meeting Date: 05/07/2019Country: CanadaPrimary Security ID: 067901108Meeting ID: 1294774Record Date: 03/08/2019Meeting Type: AnnualTicker: ABX

Primary ISIN: CA0679011084

Earliest Cutoff Date: 05/02/2019 Shares Voted: 3,874,982 Votable Shares: 3,874,982 \*Shares on Loan: 0 Shares Instructed: 3,874,982

Primary SEDOL: 2024644

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Mark Bristow	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee.	s.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.2	Elect Director Gustavo A. Cisneros	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee.	5.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.3	Elect Director Christopher L. Coleman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee.	s.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.4	Elect Director J. Michael Evans	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee.	s.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.5	Elect Director Brian L. Greenspun	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee.	s.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.6	Elect Director J. Brett Harvey	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee.	s.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.7	Elect Director Andrew J. Quinn	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee.	S.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.8	Elect Director John L. Thornton	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee.	5.									
	Blended Rationale: Vote FOR all proposed nominees.										



Location(s): All Locations
Institution Account(s): RTRF

# **Barrick Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote t Against ISS
2	Approve PricewaterhouseCoo Auditors and Authorize Board Remuneration	•	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Executive Co Approach	ompensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Sta	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
RTRF, RTR	RF	000392078	Confirmed		arussell	05/03/2019	arussell	05/03/2019		3,874,982		3,874,982
								Total Shares		3,874,982		3,874,982

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.0%	1,109,397,049	99.0%	11,598,583	1.0%	N/A	N/A	Proxy	F+A
1.2	Y	Pass	No	For	14.2%	961,728,848	85.8%	159,266,784	14.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	2.1%	1,097,081,966	97.9%	23,913,666	2.1%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.5%	1,115,881,131	99.5%	5,114,501	0.5%	N/A	N/A	Proxy	F+A
1.5	Y	Pass	No	For	3.7%	1,080,022,460	96.3%	40,973,172	3.7%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	3.0%	1,086,915,600	97.0%	34,080,032	3.0%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.0%	1,109,839,622	99.0%	11,156,010	1.0%	N/A	N/A	Proxy	F+A
1.8	Y	Pass	No	For	5.2%	1,062,563,191	94.8%	58,432,441	5.2%	N/A	N/A	Proxy	F+A
2	Y	Pass	No	For	7.3%	1,146,541,346	92.7%	90,664,103	7.3%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	7.9%	1,032,046,230	92.1%	88,949,302	7.9%	N/A	N/A	Proxy	F+A

## **Yara International ASA**

Meeting Date: 05/07/2019 Record Date:	Country: Norway Meeting Type: Annual	Primary Security ID: R9900C106 Ticker: YAR	Meeting ID: 1280767
Primary CUSIP: R9900C106	Primary ISIN: NO0010208051	Primary SEDOL: 7751259	Proxy Level: N/A



Location(s): All Locations Institution Account(s): RTRF

Farliest Cutoff Date: 04/29/2019

fees.

#### Yara International ASA

Shares Voted: 430.370 Votable Shares: 430,370 \*Shares on Loan: 0 Shares Instructed: 430,370 Voting Policy: ISS Total Ballots: 1 **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against **Proposal Text** Instruction Number Proposal ISS Rec **Policy Rec Policy Rec** Proponent Mgmt Rec Mgmt Policy ISS 1 Open Meeting; Approve Notice of Meeting and Mgmt Yes For For For For No No No Agenda Voting Policy Rationale: These are routine meeting formalities. Blended Rationale: These are routine meeting formalities. 2 Elect Chairman of Meeting; Designate Mgmt Yes For For For For No No No Inspector(s) of Minutes of Meeting Voting Policy Rationale: These are routine meeting formalities. Blended Rationale: These are routine meeting formalities. 3 Accept Financial Statements and Statutory Mgmt Yes For For For For No No No Reports; Approve Allocation of Income and Dividends of NOK 6.50 Per Share 4.1 Approve Remuneration Policy And Other Mgmt Yes For For No No No For Terms of Employment For Executive Management (Advisory) Voting Policy Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period. Blended Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period. Approve Remuneration Policy And Other Against Abstain Mamt For Against Terms of Employment For Executive Management (Binding) Voting Policy Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period. Blended Rationale: A vote FOR Item 4.1 is warranted as the policy elements covered by the advisory vote appear in line with market practice. A vote AGAINST Item 4.2 is warranted due to the lack of disclosed performance targets and the use of a backward-looking performance period. Approve Company's Corporate Governance Mgmt For No No No Statement Approve Remuneration of Auditors For Mgmt Yes For For For No No No Approve Remuneration of Directors in the For Mgmt Yes For For For No No No Amount of NOK 646,000 for the Chairman, NOK 386,000 for the Vice Chairman, and NOK 340,000 for the Other Directors; Approve Committee Fees Voting Policy Rationale: A vote FOR these remuneration proposals is warranted because of a lack of concern regarding the Blended Rationale: A vote FOR these remuneration proposals is warranted because of a lack of concern regarding the proposed



Location(s): All Locations
Institution Account(s): RTRF

### **Yara International ASA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
8	Approve Remuneration of Committee	Nominating	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A v proposed fees.	ote FOR these remuneration	on proposals is ı	warranted b	ecause of a lac	ck of concern re	egarding the					
	Blended Rationale: A vote if fees.	FOR these remuneration pr	roposals is warra	nted becaus	se of a lack of	concern regard	ling the propos	ed				
9	Amend Articles Re: Board	-Related	Mgmt	Yes	For	For		For	For	No	No	No
10	Elect Kimberly Lein-Mathis Norman Pran and Hakon I Directors		Mgmt	Yes	For	For		For	For	No	No	No
11	Approve NOK 1.4 Million F Capital via Share Cancella Redemption; Amend Artic Accordingly	tion and	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorize Share Repurchas Cancellation of Repurchas	-	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares	!	Shares Voted
RTRF, RTI	RF	392078	Confirmed		rpestana	04/29/2019	rpestana	04/29/2019		430,370		430,370
								Total Share	s:	430,370		430,370

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	170,410,040	N/A	0	N/A	12,144	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	170,408,479	N/A	800	N/A	0	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	169,361,645	N/A	1,048,057	N/A	12,482	N/A	Poll	F+A+AB
4.1	Υ	Pass	No	For	N/A	168,889,260	N/A	1,517,846	N/A	15,078	N/A	Poll	F+A+AB
4.2	Y	Pass	No	For	N/A	145,758,449	N/A	22,447,223	N/A	2,216,512	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	170,403,463	N/A	3,521	N/A	15,200	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	169,660,179	N/A	747,194	N/A	14,811	N/A	Poll	F+A+AB
7	Υ	Pass	No	For	N/A	170,390,415	N/A	5,615	N/A	26,154	N/A	Poll	F+A+AB
8	Υ	Pass	No	For	N/A	170,390,018	N/A	5,602	N/A	26,564	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	N/A	170,001,284	N/A	408,807	N/A	11,593	N/A	Poll	F+A+AB

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
10	Y	Pass	No	For	N/A	165,376,597	N/A	1,324,290	N/A	3,721,297	N/A	Poll	F+A+AB
11	Υ	Pass	No	For	N/A	170,406,311	N/A	5,171	N/A	10,702	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	N/A	167,524,092	N/A	2,886,761	N/A	11,331	N/A	Poll	F+A+AB

# **Kinross Gold Corporation**

Meeting Date: 05/08/2019 Record Date: 03/15/2019	Country: Canada Meeting Type: Annual/Special	Primary Securit Ticker: K	ry ID: 496902404	<b>Meeting ID:</b> 1296063
Primary CUSIP: 496902404	<b>Primary ISIN:</b> CA4969024047	Primary SEDOL: B	03Z841	Proxy Level: 3
Earliest Cutoff Date: 05/03/2019 Total Ballots: 1	Shares Voted: 11,794,900 Voting Policy: ISS	Votable Shares: 11,794,900	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 11,794,900

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Ian Atkinson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	ninees as no signifi	cant conceri	ns have been i	identified at thi	s time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ve been identi	ified at this tim	e.					
1.2	Elect Director John A. Brough	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nom	ninees as no signifi	cant conceri	ns have been i	identified at thi	s time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ve been identi	ified at this tim	e.					
1.3	Elect Director Kerry D. Dyte	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	ninees as no signifi	cant conceri	ns have been i	identified at thi	is time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ve been identi	ified at this tim	e.					
1.4	Elect Director Ave G. Lethbridge	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	ninees as no signifi	cant conceri	ns have been i	identified at thi	is time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ve been identi	ified at this tim	e.					
1.5	Elect Director Catherine McLeod-Seltzer	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	ninees as no signifi	cant conceri	ns have been i	identified at thi	is time.					
	Blended Rationale: Vote FOR all proposed nominees	s as no significant	concerns ha	ve been identi	ified at this tim	e.					
1.6	Elect Director Kelly J. Osborne	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nom	ninees as no signifi	cant conceri	ns have been i	identified at thi	is time.					



Location(s): All Locations
Institution Account(s): RTRF

# **Kinross Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.7	Elect Director J. Paul Rollin	nson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vot	te FOR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FC	PR all proposed nominees a	s no significant	concerns ha	ave been ident	ified at this time	е.					
1.8	Elect Director David A. Sco	ott	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vot	te FOR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FC	PR all proposed nominees a	s no significant	concerns ha	ave been ident	ified at this time	е.					
2	Approve KPMG LLP as Auc Board to Fix Their Remund		Mgmt	Yes	For	For		For	For	No	No	No
3	Amend Restricted Share P	lan	Mgmt	Yes	For	For		For	For	No	No	No
4	Advisory Vote on Executiv Approach	e Compensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail	Custodian			Instructor	Date	Approver	Date				
(IA Name	e, IA Number)	Account Number	Ballot Stat	tus	Name	Instructed	Name	Approved		Votable Shares		Shares Voted
RTRF, RTF	RF	000392078	Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		11,794,900		11,794,900
								Total Shares	:	11,794,900		11,794,900

#### **Meeting Results**

Outstanding Shares Voted:

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	1.3%	828,058,281	98.7%	11,051,696	1.3%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	12.2%	736,711,093	87.8%	102,398,884	12.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.7%	833,484,366	99.3%	5,625,611	0.7%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.4%	835,496,142	99.6%	3,613,835	0.4%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	6.8%	781,795,781	93.2%	57,314,196	6.8%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.7%	833,256,745	99.3%	5,853,232	0.7%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.6%	833,876,618	99.4%	5,233,359	0.6%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.5%	835,319,636	99.5%	3,790,341	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.5%	922,567,344	99.5%	4,695,862	0.5%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	5.2%	795,330,058	94.8%	43,908,917	5.2%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	24.6%	633,120,686	75.4%	206,123,991	24.6%	N/A	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): RTRF

#### **IMV Inc.**

Meeting Date: 05/09/2019 Country: Canada Primary Security ID: 44974L103 Meeting ID: 1310636 Record Date: 04/04/2019 Meeting Type: Annual/Special Ticker: IMV Primary CUSIP: 44974L103 Primary ISIN: CA44974L1031 Primary SEDOL: BG0KDD5 Proxy Level: 3 Earliest Cutoff Date: 05/03/2019 Shares Voted: 2,499,361 Votable Shares: 2,499,361 \*Shares on Loan: 0 Shares Instructed: 2.499.361 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional Voting Proposal Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS 1.1 Elect Director Andrew Sheldon Mgmt Yes For For For No No No For Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.2 Elect Director James W. Hall Mgmt Yes For For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.3 Elect Director Julia P. Gregory Mgmt For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.4 Elect Director Frederic Ors For For For Mgmt Yes For Nο Nο Nο Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.5 Elect Director Wayne Pisano Yes For For For Mgmt For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.6 Elect Director Albert Scardino Mgmt Yes For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.7 Elect Director Shermaine Tilley Mgmt Yes For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. For 1.8 Elect Director Markus Warmuth Mamt Yes For For For No Nο Nο Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.



Location(s): All Locations
Institution Account(s): RTRF

### **IMV Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Approve PricewaterhouseCooper Auditors and Authorize Board to Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Amend Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Stock Option Plan Grant	ts	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
RTRF, RTR	F	392078	Confirmed		rpestana	05/02/2019	rpestana	05/02/2019		2,499,361		2,499,361
					_			Total Shares	:	2,499,361		2,499,361

#### **Meeting Results**

Outstanding Shares Voted: 50,597,306

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	24.7%	19,660,721	75.3%	6,453,596	24.7%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	13.2%	22,672,109	86.8%	3,442,209	13.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.1%	26,089,068	99.9%	25,249	0.1%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.1%	26,090,880	99.9%	23,437	0.1%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.9%	25,871,567	99.1%	242,750	0.9%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.1%	26,080,889	99.9%	33,428	0.1%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.9%	25,867,251	99.1%	247,066	0.9%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.5%	25,989,068	99.5%	125,249	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.1%	26,794,221	99.9%	24,644	0.1%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	18.6%	21,258,144	81.4%	4,856,173	18.6%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	18.3%	21,336,564	81.7%	4,777,753	18.3%	N/A	N/A	Proxy	F+A

## **Wheaton Precious Metals Corp.**

Meeting Date: 05/09/2019 Record Date: 03/20/2019	Country: Canada Meeting Type: Annual/Special	Primary Security ID: 962879102 Ticker: WPM	Meeting ID: 1297855
Primary CUSIP: 962879102	<b>Primary ISIN:</b> CA9628791027	Primary SEDOL: BF13KN5	Proxy Level: 3



Location(s): All Locations
Institution Account(s): RTRF

### **Wheaton Precious Metals Corp.**

Authorize Board to Fix Their Remuneration

Shares Instructed: 1,858,301 Earliest Cutoff Date: 05/06/2019 Shares Voted: 1.858.301 Votable Shares: 1.858.301 \*Shares on Loan: 0 Total Ballots: 1 Voting Policy: ISS Additional Policy: Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Proposal Instruction ISS Rec **Policy Rec** Number Proponent Mgmt Rec Policy Rec Mgmt Policy ISS a1 Elect Director George L. Brack Mgmt Yes For For For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a2 Elect Director John A. Brough Mgmt Yes For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а3 Elect Director R. Peter Gillin Mgmt For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а4 Elect Director Chantal Gosselin Mgmt Yes For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a5 Elect Director Douglas M. Holtby Mgmt Yes For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a6 Elect Director Charles A. Jeannes Mgmt Yes For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а7 Elect Director Eduardo Luna Withhold Mgmt For For Yes Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. a8 Elect Director Marilyn Schonberner Yes For For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. а9 Elect Director Randy V. J. Smallwood Mamt Yes For For Nο Nο Nο Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Approve Deloitte LLP as Auditors and Yes For For For For No No No Mgmt



Location(s): All Locations
Institution Account(s): RTRF

# **Wheaton Precious Metals Corp.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
С	Advisory Vote on Executive Con Approach	npensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted
RTRF, RTRI	F	000392078	Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		1,858,301		1,858,301
								Total Shares	:	1,858,301		1,858,301

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
a1	Y	Pass	No	For	4.2%	278,125,184	95.8%	12,139,328	4.2%	N/A	N/A	Proxy	F+A
a2	Υ	Pass	No	For	7.8%	267,610,467	92.2%	22,654,045	7.8%	N/A	N/A	Proxy	F+A
a3	Υ	Pass	No	For	9.8%	261,747,140	90.2%	28,517,372	9.8%	N/A	N/A	Proxy	F+A
a4	Υ	Pass	No	For	0.2%	289,541,110	99.8%	723,402	0.2%	N/A	N/A	Proxy	F+A
a5	Υ	Pass	No	For	6.9%	270,253,706	93.1%	20,010,806	6.9%	N/A	N/A	Proxy	F+A
a6	Υ	Pass	No	For	0.6%	288,643,472	99.4%	1,621,040	0.6%	N/A	N/A	Proxy	F+A
a7	Υ	Pass	No	For	10.4%	260,173,733	89.6%	30,090,779	10.4%	N/A	N/A	Proxy	F+A
a8	Υ	Pass	No	For	0.9%	287,667,742	99.1%	2,596,770	0.9%	N/A	N/A	Proxy	F+A
a9	Υ	Pass	No	For	1.3%	286,540,065	98.7%	3,724,447	1.3%	N/A	N/A	Proxy	F+A
b	Υ	Pass	No	For	0.9%	345,813,117	99.1%	3,258,609	0.9%	N/A	N/A	Proxy	F+A
С	Υ	Pass	No	For	6.0%	272,953,764	94.0%	17,310,476	6.0%	N/A	N/A	Proxy	F+A

### **Deutsche Post AG**

Meeting Date: 05/15/2019	Country: Germany	Primary Security ID: D19225107	Meeting ID: 1299281
Record Date:	Meeting Type: Annual	Ticker: DPW	
Primary CUSIP: D19225107	<b>Primary ISIN:</b> DE0005552004	Primary SEDOL: 4617859	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): RTRF

#### **Deutsche Post AG**

Earliest Cutoff Date: 05/03/2019 Shares Voted: 812.802 Votable Shares: 812,802 \*Shares on Loan: 0 Shares Instructed: 812.802 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Number Proposal ISS Rec **Policy Rec Policy Rec** Instruction ISS Proponent Mgmt Rec Mgmt Policy Receive Financial Statements and Statutory 1 Mgmt No Reports for Fiscal 2018 (Non-Voting) 2 Approve Allocation of Income and Dividends Mgmt Yes For For For For No No No of EUR 1.15 per Share Approve Discharge of Management Board for For For Mamt Yes For For No No No Fiscal 2018 Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Approve Discharge of Supervisory Board for Mamt Yes For For For For Nο Nο Nο Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Ratify PricewaterhouseCoopers GmbH as 5 Mgmt Yes For For For For No No No Auditors for Fiscal 2019 Reelect Simone Menne to the Supervisory 6.1 Mgmt Yes For For For For No No No Board Voting Policy Rationale: Votes FOR the proposed nominees are warranted. Blended Rationale: Votes FOR the proposed nominees are warranted. 6.2 Against Reelect Stefan Schulte to the Supervisory Mgmt Yes For For For Yes Yes Yes Voting Policy Rationale: Votes FOR the proposed nominees are warranted. Blended Rationale: Votes FOR the proposed nominees are warranted. 6.3 Elect Heinrich Hiesinger to the Supervisory Mgmt Yes For For For For No No No Board Voting Policy Rationale: Votes FOR the proposed nominees are warranted. Blended Rationale: Votes FOR the proposed nominees are warranted. **Ballot Details** Institutional Account Detail Date Approver (IA Name, IA Number) Account Number **Ballot Status** Name Instructed Approved Votable Shares Shares Voted RTRF, RTRF 392078 Confirmed 04/29/2019 04/29/2019 812.802 812,802 rpestana rpestana **Total Shares:** 812,802 812,802



No

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	N												
2	Υ	Pass	No	For	0.1%	815,642,822	99.9%	706,657	0.1%	423,352	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	2.6%	795,495,416	97.4%	8,126,819	1.0%	13,119,163	1.6%	Poll	F+A+AB
5	Y	Pass	No	For	4.9%	776,301,625	95.1%	453,810	0.1%	39,969,776	4.9%	Poll	F+A+AB
6.1	Y	Pass	No	For	1.1%	807,314,420	98.8%	8,231,297	1.0%	1,192,867	0.1%	Poll	F+A+AB
6.2	Y	Pass	No	For	14.9%	694,619,650	85.0%	120,847,027	14.8%	1,255,193	0.2%	Poll	F+A+AB
6.3	Y	Pass	No	For	0.9%	809,076,004	99.1%	6,268,802	0.8%	1,370,522	0.2%	Poll	F+A+AB

#### **Secure Trust Bank Plc**

Re-elect Ann Berresford as Director

Earliest Cutoff Date: 05/09/2019	Shares Voted: 503,950	Votable Shares: 503,950	*Shares on Loan: 0	Shares Instructed: 503,950
Primary CUSIP: G8014H102	Primary ISIN: GB00B6TKHP66	Primary SEDOL:	: B6TKHP6	Proxy Level: N/A
Meeting Date: 05/15/2019 Record Date: 05/13/2019			rity ID: G8014H102	Meeting ID: 1314531

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Lord Michael Forsyth as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted bed Blended Rationale: A vote FOR the re-election of Lord M. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted bed	Victoria Stew cause no signi lichael Forsyth Victoria Stew	art and the dificant conce (The Rt Holart and the d	election of Bard erns have been In Lord Forsyth election of Bard	oness Lucy Nevidentified.  of Drumlean), oness Lucy Nev	ville-Rolfe (The					

Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe) and Paul Myers is warranted because no significant concerns have been identified.

Mgmt

Yes

Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe) and Paul Myers is warranted because no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

### **Secure Trust Bank Plc**

Deca	To Trade Bank Tile								Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
5	Re-elect Neeraj Kapur as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
6	Re-elect Paul Lynam as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Victoria Stewart and the election of Baroness Lucy Neville-Rolfe (The Baroness Neville-Rolfe) and Paul Myers is warranted because no significant concerns have been identified.  Blended Rationale: A vote FOR the re-election of Lord Michael Forsyth (The Rt Hon Lord Forsyth of Drumlean), Dorothy										
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
7	Re-elect Paul Marrow as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
8	Re-elect Victoria Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
9	Elect Baroness Lucy Neville-Rolfe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
10	Elect Paul Myers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne	, ,					
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Bai	roness Lucy Ne						
11	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

### **Secure Trust Bank Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
12	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
13	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pr	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is was recommended limits.	ranted because	e the propos	sed amounts a	nd durations ar	e within					
15	Authorise Issue of Equity in Relation to Additional Tier 1 Securities	Mgmt	Yes	For	For		For	For	No	No	No
	the Company were to issue Additional Tier 1 Securities convert into ordinary shares, this would result in signification support are: * Such authorities are common proposals and * The conversion into ordinary shares would require weakness well beyond the Company's current position. Blended Rationale: A vote FOR these resolutions is was Company were to issue Additional Tier 1 Securities ("A convert into ordinary shares, this would result in significations."										
	support are:* Such authorities are common proposals and* The conversion into ordinary shares would requir weakness well beyond the Company's current position	e the CET1 rati	o to fall to a	level which w		,,					
16	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	s warranted be	cause the pr	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is was recommended limits.	ranted because	e the propos	sed amounts a	nd durations ar	e within					
17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is war	ranted because	e the propos	sed amounts a	nd durations ar	e within					



Location(s): All Locations
Institution Account(s): RTRF

### **Secure Trust Bank Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
18	Authorise Issue of Equity Rights in Relation to Addit Securities	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A way the Company were to issue convert into ordinary share support are:* Such authoriand* The conversion into a weakness well beyond the	s, this would result in signii ties are common proposals ordinary shares would requii	s ("AT1 Securition ficant dilution to at UK banks and tre the CET1 rati	es") and a to non-partice od are intend io to fall to a	rigger event w ipating shareh ded to apply ir a level which v	vere to occur, ca olders.The main n extreme circun	ausing them to n reasons for mstances only,					
	Blended Rationale: A vote is Company were to issue Add convert into ordinary share support are:* Such authori and* The conversion into a weakness well beyond the	ditional Tier 1 Securities ("A s, this would result in signit ties are common proposals ordinary shares would requi	AT1 Securities") ficant dilution to at UK banks an re the CET1 rati	and a trigge non-partice nd are intend io to fall to a	er event were ipating shareh ded to apply ir a level which v	to occur, causii olders.The maii n extreme circui	ng them to n reasons for mstances only,					
19	Authorise Market Purchas	e of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	
	Authorica the Company to											No
20	Meeting with Two Weeks'	Call General Notice	Mgmt	Yes	For	For		For	For	No	No	No No
20 Ballot D	Meeting with Two Weeks'		Mgmt	Yes	For	For		For	For	No	No	
Ballot D	Meeting with Two Weeks'		Mgmt Ballot Stat		For  Instructor Name	For  Date  Instructed	Approver Name	For Date Approved		No  Votable Shares		
Ballot D	Meeting with Two Weeks' Details Details Detail Account Detail De, IA Number)	Notice Custodian	J		Instructor	Date	• • •	Date				No

#### **Meeting Results**

Outstanding Shares Voted: 18,476,628

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
3	Y	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
4	Y	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
6	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
7	Υ	Pass	No	For	3.1%	15,733,947	96.9%	496,099	3.1%	188	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
10	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
11	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
12	Υ	Pass	No	For	0.0%	16,230,162	100.0%	0	0.0%	72	N/A	Poll	F+A
13	Υ	Pass	No	For	0.0%	15,733,875	100.0%	260	0.0%	496,099	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	16,229,974	100.0%	188	0.0%	72	N/A	Poll	F+A
15	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	16,229,834	100.0%	328	0.0%	72	N/A	Poll	F+A
17	Υ	Pass	No	For	3.1%	15,733,735	96.9%	496,427	3.1%	72	N/A	Poll	F+A
18	Υ	Pass	No	For	3.1%	15,732,296	96.9%	497,866	3.1%	72	N/A	Poll	F+A
19	Υ	Pass	No	For	3.1%	15,734,063	96.9%	496,099	3.1%	72	N/A	Poll	F+A
20	Υ	Pass	No	For	7.1%	15,078,801	92.9%	1,151,433	7.1%	0	N/A	Poll	F+A

## **Lloyds Banking Group Plc**

Meeting Date: 05/16/2019	Country: United Kingdom	Primary Security ID: G5533W248	Meeting ID: 1307816

Record Date: 05/14/2019 Meeting Type: Annual Ticker: LLOY

 Primary CUSIP: G5533W248
 Primary ISIN: G80008706128
 Primary SEDOL: 0870612
 Proxy Level: N/A

Earliest Cutoff Date: 05/10/2019 Shares Voted: 68,679,718 Votable Shares: 68,679,718 \*Shares on Loan: 0 Shares Instructed: 68,679,718

Total Ballots: 1 Additional Policy:

Vote Vote Vote Votable Additional Voting Against Proposal Vote Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Accept Financial Statements and Statutory For For 1 Mgmt Yes For For No No No 2 Elect Amanda Mackenzie as Director Mgmt For No No No Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified. 3 Re-elect Lord Blackwell as Director For Mgmt Yes For For For Nο Nο Nο Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified. Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified. Re-elect Juan Colombas as Director Mgmt For For No No No Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

# **Lloyds Banking Group Plc**

Lioye	is burning Group i ic								Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
5	Re-elect George Culmer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
6	Re-elect Alan Dickinson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
7	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
8	Re-elect Simon Henry as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
9	Re-elect Antonio Horta-Osorio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	nt concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
10	Re-elect Lord Lupton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
11	Re-elect Nick Prettejohn as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
12	Re-elect Stuart Sinclair as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	nt concerns hav	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
13	Re-elect Sara Weller as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
14	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
15	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

# **Lloyds Banking Group Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s warranted be	cause the pi	roposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	rranted because	e the propos	sed amounts a	nd durations a	re within					
20	Authorise Issue of Equity in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	the Company were to issue Regulatory Capital Convert convert into ordinary shares, this would result in signif support are:* Such authorities are common proposals and* The conversion into ordinary shares would requir weakness well beyond the Company's current position Blended Rationale: A vote FOR these resolutions is wa Company were to issue Regulatory Capital Convertible	icant dilution to at UK banks an e the CET1 rati and minimum rranted, althou Instruments an	o non-participed are intending to fall to a regulatory regulatory regulatory and a trigger	pating shareho ded to apply in a level which we equirements. t without conc event were to	olders. The mail extreme circul vould denote si ern for shareh occur, causing	in reasons for mstances only; ignificant capital olders:* If the attemto convel					
	into ordinary shares, this would result in significant dilare:* Such authorities are common proposals at UK be conversion into ordinary shares would require the CET well beyond the Company's current position and minin	nks and are int 1 ratio to fall to	tended to ap a level which	oply in extreme ch would deno	circumstance.	s only; and* The					
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	s warranted be	cause the pi	roposed amoul	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	rranted because	e the propos	sed amounts a	nd durations a	re within					
22 - I	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions in recommended limits.	s warranted be	cause the pi	roposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations a	re within					



Location(s): All Locations
Institution Account(s): RTRF

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
23	Authorise Issue of Equity withou Rights in Relation to the Issue of Capital Convertible Instruments	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC the Company were to issue Regul convert into ordinary shares, this support are:* Such authorities are and* The conversion into ordinary weakness well beyond the Compa	atory Capital Convertib would result in signific e common proposals at v shares would require	nle Instrument ant dilution to t UK banks and the CET1 rati	s and a trig non-partici d are intend to to fall to a	ger event were ipating shareho ded to apply in a level which w	to occur, caus Iders.The main extreme circum	sing them to reasons for nstances only;					
	Blended Rationale: A vote FOR the Company were to issue Regulator into ordinary shares, this would re are: * Such authorities are common conversion into ordinary shares we well beyond the Company's current	y Capital Convertible In esult in significant dilut on proposals at UK ban ould require the CET1	instruments and tion to non-pail ks and are int ratio to fall to	nd a trigger rticipating si rended to ap a level whi	event were to o hareholders.Th oply in extreme ich would denot	occur, causing e main reasons circumstances	them to conver s for support only; and* The	9				
24	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise Market Purchase of Pro Shares	eference	Mgmt	Yes	For	For		For	For	No	No	No
26			Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares	:	Shares Voted
RTRF, RTF	RF	392078	Confirmed		rpestana	05/07/2019	rpestana	05/07/2019		68,679,718		68,679,718

#### **Meeting Results**

Outstanding Shares Voted: 71,123,428,837 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.3%	47,785,733,941	99.7%	148,348,350	0.3%	184,438,206	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	48,024,736,675	99.9%	68,300,637	0.1%	25,202,188	N/A	Poll	F+A
3	Υ	Pass	No	For	2.1%	47,101,013,054	97.9%	985,874,302	2.1%	31,602,874	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	47,989,682,805	99.8%	96,697,154	0.2%	32,025,658	N/A	Poll	F+A
5	Υ	Pass	No	For	0.4%	47,913,414,373	99.6%	180,278,070	0.4%	24,699,074	N/A	Poll	F+A
6	Υ	Pass	No	For	0.8%	47,684,830,042	99.2%	408,015,680	0.8%	25,428,315	N/A	Poll	F+A
7	Υ	Pass	No	For	0.8%	47,722,800,912	99.2%	369,905,366	0.8%	25,633,847	N/A	Poll	F+A
8	Υ	Pass	No	For	0.7%	47,510,325,705	99.3%	351,758,420	0.7%	256,201,056	N/A	Poll	F+A

**Total Shares:** 

68,679,718

68,679,718



Location(s): All Locations
Institution Account(s): RTRF

tem#	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Υ	Pass	No	For	0.3%	47,963,966,754	99.7%	132,339,055	0.3%	22,330,021	N/A	Poll	F+A
10	Υ	Pass	No	For	0.2%	47,982,423,799	99.8%	112,375,613	0.2%	23,560,196	N/A	Poll	F+A
11	Υ	Pass	No	For	0.9%	47,654,113,281	99.1%	438,628,409	0.9%	25,493,322	N/A	Poll	F+A
12	Υ	Pass	No	For	1.3%	47,379,947,299	98.7%	604,386,297	1.3%	133,960,671	N/A	Poll	F+A
13	Υ	Pass	No	For	0.6%	47,804,630,953	99.4%	288,111,342	0.6%	25,416,211	N/A	Poll	F+A
14	Υ	Pass	No	For	8.0%	43,322,040,325	92.0%	3,790,209,325	8.0%	1,005,742,886	N/A	Poll	F+A
15	Υ	Pass	No	For	0.0%	48,097,859,582	100.0%	12,499,432	0.0%	8,512,008	N/A	Poll	F+A
16	Υ	Pass	No	For	3.3%	46,528,667,731	96.7%	1,565,806,040	3.3%	23,916,920	N/A	Poll	F+A
17	Υ	Pass	No	For	0.9%	47,678,044,910	99.1%	416,376,288	0.9%	23,706,607	N/A	Poll	F+A
18	Υ	Pass	No	For	2.3%	46,864,238,390	97.7%	1,107,633,594	2.3%	146,524,935	N/A	Poll	F+A
19	Υ	Pass	No	For	6.2%	45,121,399,306	93.8%	2,975,136,829	6.2%	21,713,986	N/A	Poll	F+A
20	Υ	Pass	No	For	2.3%	46,935,561,284	97.7%	1,123,708,172	2.3%	58,854,097	N/A	Poll	F+A
21	Υ	Pass	No	For	1.6%	47,313,321,561	98.4%	769,976,251	1.6%	34,688,516	N/A	Poll	F+A
22	Υ	Pass	No	For	5.1%	45,508,011,152	94.9%	2,455,006,275	5.1%	154,964,887	N/A	Poll	F+A
23	Υ	Pass	No	For	3.2%	46,553,830,344	96.8%	1,528,709,445	3.2%	35,417,743	N/A	Poll	F+A
24	Υ	Pass	No	For	1.3%	47,474,944,933	98.7%	601,205,669	1.3%	42,246,360	N/A	Poll	F+A
25	Υ	Pass	No	For	0.2%	47,997,916,108	99.8%	106,103,249	0.2%	14,147,129	N/A	Poll	F+A
26	Y	Pass	No	For	5.0%	45,710,835,874	95.0%	2,386,234,795	5.0%	20,925,242	N/A	Poll	F+A

## **Woodford Patient Capital Trust Plc**

Meeting Date: 05/16/2019 Country: United Kingdom Primary Security ID: G97424108 Meeting ID: 1322374

Record Date: 05/14/2019 Meeting Type: Annual Ticker: WPCT

Primary CUSIP: G97424108 Primary ISIN: GB00BVG1CF25 Primary SEDOL: BVG1CF2 Proxy Level: N/A

Earliest Cutoff Date: 05/10/2019 Shares Voted: 8,597,314 Votable Shares: 8,597,314 \*Shares on Loan: 0 Shares Instructed: 8,597,314

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Woodford Patient Capital Trust Plc**

Re-elect Scott Brown as Director

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Re-elect Susan Searle as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4A vote FOR the re-ele- because:* Apart from her role as Chair of the Compa as Chair of another publicly listed company, which co in the Company. The main reason for support is:* Mo Woodford Investment Management LLP, the Compan vote FOR the re-election of Scott Brown, Steven Han- have been identified. Item 6A vote FOR the re-election because:* Apart from her role as NED of the Compan could potentially compromise her ability to commit s All of her outside directorship roles are at investmen appropriate. Her external commitments will be kept	any, she also servould potentially const of her outside only's portfolio marris and Dame Louon of Carolan Dotony, she also servoufficient time to let trusts. Taking to	res as NED a compromise I directorship nager, in the vise Makin is vison is warra nes as Chair a ner role in th	at three other paper ability to come or oles are due see publicly trade warranted beauted, although at four other paper Company. The	publicly listed of commit sufficient to the current ded companies cause no signith it is not with sublicly listed companie main reason	companies as went time to her ro tholdings of s.Items 5, 7 & 8. ficant concerns out concern ompanies which in for support is:	<i>le</i> 4				
	Blended Rationale: Item 4A vote FOR the re-election Apart from her role as Chair of the Company, she als of another publicly listed company, which could pote Company. The main reason for support is:* Most of I Investment Management LLP, the Company's portfor the re-election of Scott Brown, Steven Harris and Daidentified. Item 6A vote FOR the re-election of Carola from her role as NED of the Company, she also service compromise her ability to commit sufficient time to I directorship roles are at investment trusts. Taking the external commitments will be kept under review.	so serves as NED entially compromic ner outside direct- lio manager, in the lime Louise Makin on Dobson is warn es as Chair at fou- ner role in the Con	at three oth se her ability orship roles nese publicly is warrante anted, altho or other publ or pany. The l	er publicly lista v to commit su are due to the traded compa d because no s ugh it is not w icly listed com, main reason fo	ed companies officient time to officient time to officient times officient times officient convitation officient time officient time officient time officient time officient off	as well as Chair o her role in the ngs of Woodford 7 & 8A vote FOR cerns have been n because:* Apa could potentially All of her outsid	rt				

For

For

For

No

No

No

Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:\* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

Mamt

Yes

Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\*
Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:\* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.



Location(s): All Locations
Institution Account(s): RTRF

### **Woodford Patient Capital Trust Plc**

Re-elect Steven Harris as Director

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Carolan Dobson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4A vote FOR the re-election because: * Apart from her role as Chair of the Company, as Chair of another publicly listed company, which could in the Company. The main reason for support is: * Most of Woodford Investment Management LLP, the Company's vote FOR the re-election of Scott Brown, Steven Harris a have been identified. Item 6A vote FOR the re-election of because: * Apart from her role as NED of the Company, could potentially compromise her ability to commit suffic All of her outside directorship roles are at investment truappropriate. Her external commitments will be kept under	she also serve potentially co of her outside portfolio mane nd Dame Loue f Carolan Dobs she also serve ient time to he sts. Taking th	es as NED a impromise h directorship ager, in thes ise Makin is son is warra is as Chair a er role in the	t three other p er ability to co. roles are due v se publicly trad warranted bec nted, although t four other pu e Company. The	ublicly listed commit sufficient to the current l led companies ause no signific it is not withou blicly listed cor e main reason	ompanies as we time to her role holdings of Items 5, 7 & 8A cant concerns ut concern mpanies which for support is:*	e I				
	Blended Rationale: Item 4A vote FOR the re-election of Apart from her role as Chair of the Company, she also so of another publicly listed company, which could potential Company. The main reason for support is:* Most of her of Investment Management LLP, the Company's portfolion the re-election of Scott Brown, Steven Harris and Dame identified. Item 6A vote FOR the re-election of Carolan Differon her role as NED of the Company, she also serves a compromise her ability to commit sufficient time to her of directorship roles are at investment trusts. Taking this in external commitments will be kept under review.	erves as NED a lly compromis outside directo nanager, in the Louise Makin obson is warra s Chair at four oole in the Con	at three other e her ability orship roles a ese publicly is warranted anted, althour other publi onpany.The n	er publicly liste to commit suf- are due to the traded compar I because no si ugh it is not wi city listed comp nain reason for	d companies a. ficient time to I current holding nies.Items 5, 7 ignificant conce thout concern anies which co support is:* A	s well as Chair her role in the as of Woodford & 8A vote FOR erns have been because:* Apar ould potentially ll of her outside	ť				

For

For

For

No

No

No

Voting Policy Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\* Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:\* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.

Mamt

Yes

Blended Rationale: Item 4A vote FOR the re-election of Susan Searle is warranted, although it is not without concern because:\*
Apart from her role as Chair of the Company, she also serves as NED at three other publicly listed companies as well as Chair of another publicly listed company, which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* Most of her outside directorship roles are due to the current holdings of Woodford Investment Management LLP, the Company's portfolio manager, in these publicly traded companies. Items 5, 7 & 8A vote FOR the re-election of Scott Brown, Steven Harris and Dame Louise Makin is warranted because no significant concerns have been identified. Item 6A vote FOR the re-election of Carolan Dobson is warranted, although it is not without concern because:\* Apart from her role as NED of the Company, she also serves as Chair at four other publicly listed companies which could potentially compromise her ability to commit sufficient time to her role in the Company. The main reason for support is:\* All of her outside directorship roles are at investment trusts. Taking this into account, a degree of flexibility is considered appropriate. Her external commitments will be kept under review.



Location(s): All Locations
Institution Account(s): RTRF

# **Woodford Patient Capital Trust Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
8	Re-elect Dame Louise Makin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4A vote FOR the re-elect because:* Apart from her role as Chair of the Compan as Chair of another publicly listed company, which cot in the Company. The main reason for support is:* Mos Woodford Investment Management LLP, the Company vote FOR the re-election of Scott Brown, Steven Harrichave been identified. Item 6A vote FOR the re-election because:* Apart from her role as NED of the Company could potentially compromise her ability to commit sur All of her outside directorship roles are at investment appropriate. Her external commitments will be kept up	ny, she also serv uld potentially co it of her outside v's portfolio man is and Dame Lou in of Carolan Dob y, she also serve fficient time to h trusts. Taking th	es as NED a ompromise i directorship ager, in the ise Makin is son is warra es as Chair a er role in th	at three other her ability to co o roles are due ese publicly tra s warranted be anted, althoug at four other p the Company.Ti	publicly listed commit sufficient to the current ded companies occuse no signific it is not withoublicly listed companier the main reason	ompanies as w t time to her ro holdings of .Items 5, 7 & 8 icant concerns out concern mpanies which for support is:	ole 3A				
	Blended Rationale: Item 4A vote FOR the re-election of Apart from her role as Chair of the Company, she also of another publicly listed company, which could potent Company. The main reason for support is:* Most of he Investment Management LLP, the Company's portfolion the re-election of Scott Brown, Steven Harris and Danidentified. Item 6A vote FOR the re-election of Carolan from her role as NED of the Company, she also serves compromise her ability to commit sufficient time to he directorship roles are at investment trusts. Taking this external commitments will be kept under review.										
9	Reappoint Grant Thornton UK LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
10	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
11	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	nd durations ai	re within					
12	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	nd durations ar	re within					
13	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>										
	onal Account Detail Custodian e, IA Number) Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF 392078	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		8,597,314		8,597,314
							Total Shares		8,597,314		8,597,314



Location(s): All Locations
Institution Account(s): RTRF

## **Woodford Patient Capital Trust Plc**

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	292,012,333	100.0%	17,915	0.0%	31,490	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	291,707,427	99.9%	311,120	0.1%	43,191	N/A	Poll	F+A
3	Υ	Pass	No	For	1.7%	286,731,673	98.3%	4,835,705	1.7%	494,360	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	291,914,321	100.0%	96,883	0.0%	50,534	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	291,946,031	100.0%	65,173	0.0%	50,534	N/A	Poll	F+A
6	Y	Pass	No	For	0.0%	291,942,021	100.0%	69,183	0.0%	50,534	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	291,946,031	100.0%	67,531	0.0%	48,176	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	291,914,321	100.0%	99,241	0.0%	48,176	N/A	Poll	F+A
9	Y	Pass	No	For	0.0%	291,981,918	100.0%	49,000	0.0%	30,820	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	291,979,434	100.0%	56,484	0.0%	25,820	N/A	Poll	F+A
11	Y	Pass	No	For	0.1%	291,846,476	99.9%	191,904	0.1%	23,358	N/A	Poll	F+A
12	Y	Pass	No	For	0.1%	291,673,620	99.9%	344,830	0.1%	43,288	N/A	Poll	F+A
13	Y	Pass	No	For	0.1%	291,875,692	99.9%	147,264	0.1%	38,782	N/A	Poll	F+A
14	Υ	Pass	No	For	0.2%	291,442,686	99.8%	594,299	0.2%	24,753	N/A	Poll	F+A

### **Bank of China Limited**

Meeting Date: 05/17/2019 Country: China Primary Security ID: Y0698A107 Meeting ID: 1316810 **Record Date:** 04/16/2019 Meeting Type: Annual Ticker: 3988 Primary CUSIP: Y0698A107 Primary ISIN: CNE1000001Z5 Primary SEDOL: B154564 Proxy Level: N/A Earliest Cutoff Date: 05/13/2019 **Shares Voted:** 32,879,000 Votable Shares: 32,879,000 \*Shares on Loan: 0Shares Instructed: 32,879,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote

Voting Votable Additional Proposal Vote Against Against Against ISS Rec Number **Proposal Text** Proponent Proposal **Mgmt Rec Policy Rec Policy Rec** Instruction Mgmt Policy ISS

AGM BALLOT FOR HOLDERS OF H SHARES

Mgmt



Location(s): All Locations
Institution Account(s): RTRF

### **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve 2018 Work Report of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known statements, a vote FOR these resolutions is warranted		ng the comp	pany's audited	accounts and	financial					
	Blended Rationale: In the absence of any known issurvote FOR these resolutions is warranted.	es concerning th	e company's	s audited acco	unts and finan	cial statements,	а				
2	Approve 2018 Work Report of Board of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known statements, a vote FOR these resolutions is warranted		ng the comp	pany's audited	accounts and	financial					
	Blended Rationale: In the absence of any known issurvote FOR these resolutions is warranted.	es concerning th	e company's	s audited acco	unts and finan	cial statements,	a				
3	Approve 2018 Annual Financial Report	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known statements, a vote FOR these resolutions is warranted		ng the comp	pany's audited	accounts and	financial					
	Blended Rationale: In the absence of any known issurvote FOR these resolutions is warranted.	es concerning th	e company's	s audited acco	unts and finan	icial statements,	a				
4	Approve 2018 Profit Distribution Plan	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve 2019 Annual Budget for Fixed Assets Investment	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Ernst & Young Hua Ming LLP as External Auditor	Mgmt	Yes	For	For		For	For	No	No	No
7	Elect Zhang Jiangang as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concerr	ning the nomine	es				
	Blended Rationale: A vote FOR all nominees is warrar the company's board and committee dynamics.	nted given the al	bsence of an	ny known issue	es concerning t	the nominees an	nd				
8	Elect Martin Cheung Kong Liao as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concerr	ning the nomine	es				
	Blended Rationale: A vote FOR all nominees is warrar the company's board and committee dynamics.	nted given the al	bsence of an	ny known issue	es concerning t	the nominees an	nd .				
9	Elect Wang Changyun as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is w and the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concerr	ning the nomine	es				
	Blended Rationale: A vote FOR all nominees is warrar the company's board and committee dynamics.	nted given the al	bsence of an	ny known issue	es concerning t	the nominees an	nd				



Location(s): All Locations
Institution Account(s): RTRF

### **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Angela Chao as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is ward and the company's board and committee dynamics.	ranted given t	he absence	of any known	issues concern	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.	ed given the at	bsence of an	y known issue	es concerning t	he nominees and	d				
11	Elect Wang Xiquan as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	to the nomin	nees, a vote FC	OR their electio	n is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	nominees,	a vote FOR th	eir election is ı	warranted.					
12	Elect Jia Xiangsen as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	to the nomin	nees, a vote FC	OR their electio	n is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	e nominees,	a vote FOR th	eir election is v	warranted.					
13	Elect Zheng Zhiguang as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	to the nomin	nees, a vote FC	OR their electio	n is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	e nominees,	a vote FOR th	eir election is I	warranted.					
14	Approve 2017 Remuneration Distribution Plan of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Director and supervisor remune absence of known concerns over director and supervisor warranted.	_	_								
	Blended Rationale: Director and supervisor remuneration of known concerns over director and supervisor remunerations.	_	-				ce				
15	Approve 2017 Remuneration Distribution Plan of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Director and supervisor remune absence of known concerns over director and supervisor warranted.	_	_								
	Blended Rationale: Director and supervisor remuneratio of known concerns over director and supervisor remune	_	-		-		ce				
16	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST the general shi issuance limit exceeds 10 percent.* The company has n				he following:*	The share					
	Blended Rationale: A vote AGAINST the general share is limit exceeds 10 percent.* The company has not specifi			nted for the fo	llowing:* The	share issuance					
17	Approve Issuance of Bonds	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v of proceeds.	varranted give	n the reasor	ns stated by th	ne board and ti	he intended use					
	Blended Rationale: A vote FOR these proposals is warra proceeds.	nted given the	e reasons sta	ated by the bo	ard and the in	tended use of					



Location(s): All Locations
Institution Account(s): RTRF

### **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
18	Approve Issuance of Write-down Undated Capital Bonds	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proof proceeds.	oposals is warranted give	en the reaso	ns stated by ti	he board and th	e intended use					
	Blended Rationale: A vote FOR these proposa proceeds.	als is warranted given the	e reasons st	ated by the bo	pard and the int	ended use of					
	Approve Issuance of Qualified Write-down Tier 2 Capital Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proof proceeds.	oposals is warranted give	en the reaso	ns stated by ti	he board and th	e intended use					
	Blended Rationale: A vote FOR these proposa proceeds.	als is warranted given the	e reasons st	ated by the bo	pard and the int	ended use of			For No No  For No No		
20	Elect Tan Yiwu as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominal the company's board and committee dyn		he absence	of any known	issues concerni	ing the nomine	es				
	Blended Rationale: A vote FOR all nominees the company's board and committee dynamic	-	bsence of ar	ny known issue	es concerning ti	ne nominees an	d				
Ballot D	<b>Details</b>										
	onal Account Detail Custodian e. IA Number) Account Nu	ımber Ballot Stat	rus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078 C		rpestana 05/10/2019 r		rpestana	05/10/2019	32,879,000	32,879,000
						Total Shares:	32,879,000	32,879,000

#### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	220,173,705,073	99.8%	82,769,094	0.0%	251,156,272	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	220,173,536,172	99.8%	82,975,094	0.0%	251,119,173	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	220,173,562,950	99.8%	82,767,198	0.0%	251,300,291	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.1%	220,278,003,400	99.9%	15,437,250	0.0%	214,189,789	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.1%	220,277,955,231	99.9%	52,093,843	0.0%	177,581,365	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	0.3%	219,931,387,579	99.7%	361,732,089	0.2%	214,510,771	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.8%	218,737,589,921	99.2%	1,591,901,242	0.7%	178,139,276	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	0.1%	220,260,349,083	99.9%	69,571,374	0.0%	177,709,982	0.1%	Poll	F+A+AB

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Y	Pass	No	For	0.4%	219,543,451,901	99.6%	786,403,559	0.4%	177,774,979	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	1.5%	217,246,005,826	98.5%	3,083,830,635	1.4%	177,793,978	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	0.2%	219,976,211,730	99.8%	324,710,431	0.1%	206,708,278	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	0.1%	220,247,919,170	99.9%	53,204,693	0.0%	206,506,576	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	0.1%	220,248,130,774	99.9%	52,988,069	0.0%	206,511,596	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	0.2%	220,117,266,978	99.8%	212,711,079	0.1%	177,652,382	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	0.3%	219,930,475,384	99.7%	361,934,248	0.2%	215,220,807	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	9.5%	199,642,263,615	90.5%	20,676,267,491	9.4%	189,099,333	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	0.1%	220,272,443,167	99.9%	53,447,939	0.0%	181,739,333	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	0.1%	220,263,674,010	99.9%	54,320,297	0.0%	189,636,132	0.1%	Poll	F+A+AB
19	Y	Pass	No	For	0.1%	220,263,382,292	99.9%	54,311,621	0.0%	189,936,526	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	0.9%	218,573,133,526	99.1%	1,745,584,454	0.8%	188,912,459	0.1%	Poll	F+A+AB

#### **Real Estate Investors Plc**

Meeting Date: 05/17/2019 Country: United Kingdom Primary Security ID: G7394S118 Meeting ID: 1327797

Record Date: 05/15/2019 Meeting Type: Annual Ticker: RLE

 Primary CUSIP: G7394S118
 Primary ISIN: GB00B45XLP34
 Primary SEDOL: B45XLP3
 Proxy Level: N/A

Earliest Cutoff Date: 05/13/2019 Shares Voted: 8,705,594 Votable Shares: 8,705,594 \*Shares on Loan: 0 Shares Instructed: 8,705,594

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect John Crabtree as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3A vote FOR the re-election of John Crabtree is warranted because no significant concerns have been identified. Item 4A vote FOR the re-election of Paul Bassi is warranted, although it is not without concern for shareholders as: \* Apart from his roles as CEO, he is the Board Chair of Likewise Group Plc. This could compromise his ability to commit sufficient time to his role in the Company. The main reason for support is: \* His chairmanship at Likewise Group Plc is at a relatively smaller and newly listed company. Taking these factors into account, a degree of flexibility is considered appropriate. His external commitments will be kept under review.

Blended Rationale: Item 3A vote FOR the re-election of John Crabtree is warranted because no significant concerns have been identified. Item 4A vote FOR the re-election of Paul Bassi is warranted, although it is not without concern for shareholders as:\* Apart from his roles as CEO, he is the Board Chair of Likewise Group Plc. This could compromise his ability to commit sufficient time to his role in the Company. The main reason for support is:\* His chairmanship at Likewise Group Plc is at a relatively smaller and newly listed company. Taking these factors into account, a degree of flexibility is considered appropriate. His external commitments will be kept under review.



Location(s): All Locations
Institution Account(s): RTRF

## **Real Estate Investors Plc**

roposal Iumber	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
4	Re-elect Paul Bassi as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3A vote FOR the re-election of Peen identified. Item 4A vote FOR the re-election of Peas: * Apart from his roles as CEO, he is the Board Chasufficient time to his role in the Company. The main relatively smaller and newly listed company. Taking this external commitments will be kept under review.	aul Bassi is warr air of Likewise Gr eason for suppor	anted, altho oup Plc. Thi t is:* His ch	ugh it is not w is could compl airmanship at	vithout concern romise his abilit, Likewise Group	for shareholder v to commit o Plc is at a	5				
	Blended Rationale: Item 3A vote FOR the re-election identified. Item 4A vote FOR the re-election of Paul Ba Apart from his roles as CEO, he is the Board Chair of time to his role in the Company. The main reason for smaller and newly listed company. Taking these factor external commitments will be kept under review.	assi is warranted, Likewise Group i support is:* His	, although it Plc. This cou chairmanshi	is not withou Ild compromis ip at Likewise	t concern for sh e his ability to d Group Plc is at d	nareholders as: commit sufficien a relatively	*				
5	Reappoint Grant Thornton UK LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7.1	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	and durations ar	e within					
7.2	Authorise Issue of Equity in Connection with a Rights Issue	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	and durations ar	e within					
8	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is we recommended limits.	arranted because	e the propos	sed amounts a	and durations ar	e within					
9	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D				Turaturatan	Data		Data				
	onal Account Detail Custodian e, IA Number) Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF 392078	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		8,705,594		8,705,594
							Total Shares	:	8,705,594		8,705,594

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7.1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7.2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
9	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

### **Ocado Group Plc**

Meeting Date: 05/20/2019 Country: United Kingdom Primary Security ID: G6718L106 Meeting ID: 1330875

Record Date: 05/16/2019 Meeting Type: Special Ticker: OCDO

Primary CUSIP: G6718L106 Primary ISIN: GB00B3MB5747 Primary SEDOL: B3MB574 Proxy Level: N/A

Earliest Cutoff Date: 05/14/2019 Shares Voted: 2,529,752 Votable Shares: 2,529,752 \*Shares on Loan: 0 Shares Instructed: 2,529,752

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Approve the M&S Arrangements		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Statu	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares	5	Shares Voted
RTRF, RTR	F	392078	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		2,529,752		2,529,752
								Total Shares:	:	2,529,752		2,529,752

### **Meeting Results**

Outstanding Shares Voted: 699,608,797 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	530,850,221	100.0%	5,585	0.0%	124,995	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): RTRF

### **BP Plc**

Primary Security ID: G12793108 Meeting Date: 05/21/2019 Country: United Kingdom Meeting ID: 1294306 **Record Date:** 05/17/2019 Ticker: BP Meeting Type: Annual Primary CUSIP: G12793108 Primary ISIN: GB0007980591 Primary SEDOL: 0798059 Proxy Level: N/A Earliest Cutoff Date: 05/15/2019 **Shares Voted:** 6,532,968 Votable Shares: 6,532,968 \*Shares on Loan: 0 Shares Instructed: 6,532,968

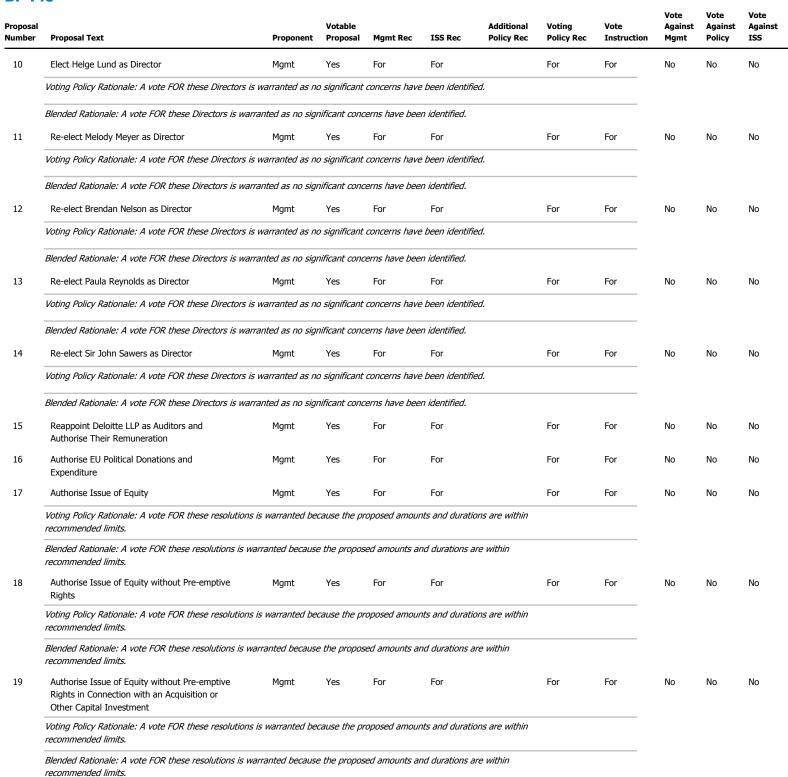
Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Bob Dudley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	en identified.						
4	Re-elect Brian Gilvary as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	en identified.						
5	Re-elect Nils Andersen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as ne	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warrar	nted as no sigi	nificant conc	erns have bee	en identified.						
6	Re-elect Dame Alison Carnwath as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
7	Elect Pamela Daley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as ne	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	en identified.						
8	Re-elect Ian Davis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						
9	Re-elect Dame Ann Dowling as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	varranted as no	o significant	concerns have	e been identifie	d.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigi	nificant conc	erns have bee	n identified.						



Location(s): All Locations
Institution Account(s): RTRF

#### **BP Plc**



\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

## **BP Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
20	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call C Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
	Shareholder Proposals		Mgmt	No								
22	Approve the Climate Action 100 Resolution on Climate Change D		SH	Yes	For	For		For	For	No	No	No
23	Approve the Follow This Shareh Resolution on Climate Change T		SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares	:	Shares Voted
RTRF, RTR	F	392078	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		6,532,968		6,532,968
								Total Shares:		6,532,968		6,532,968

### **Meeting Results**

Outstanding Shares Voted: 20,353,561,267

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	1.1%	13,359,522,261	98.9%	150,388,207	1.1%	140,565,830	N/A	Poll	F+A
2	Υ	Pass	No	For	4.1%	12,771,467,350	95.9%	541,441,316	4.1%	337,586,814	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	13,484,677,599	99.7%	43,996,011	0.3%	121,779,782	N/A	Poll	F+A
4	Υ	Pass	No	For	1.2%	13,370,192,974	98.8%	157,083,122	1.2%	123,219,761	N/A	Poll	F+A
5	Υ	Pass	No	For	1.8%	13,282,295,777	98.2%	244,006,924	1.8%	124,198,376	N/A	Poll	F+A
6	Υ	Pass	No	For	3.4%	13,073,613,643	96.6%	453,216,737	3.4%	123,641,581	N/A	Poll	F+A
7	Υ	Pass	No	For	0.3%	13,479,377,986	99.7%	44,129,326	0.3%	126,993,298	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	13,300,725,140	98.3%	225,214,349	1.7%	124,560,817	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	13,474,891,619	99.6%	52,783,924	0.4%	122,783,120	N/A	Poll	F+A
10	Υ	Pass	No	For	1.8%	13,286,985,824	98.2%	238,584,961	1.8%	124,887,888	N/A	Poll	F+A
11	Υ	Pass	No	For	0.3%	13,478,019,987	99.7%	38,418,333	0.3%	124,015,781	N/A	Poll	F+A
12	Υ	Pass	No	For	0.6%	13,439,715,611	99.4%	83,895,218	0.6%	126,890,841	N/A	Poll	F+A
13	Υ	Pass	No	For	2.3%	13,154,553,590	97.7%	311,060,792	2.3%	184,886,087	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
14	Υ	Pass	No	For	0.6%	13,447,547,340	99.4%	74,906,619	0.6%	128,046,229	N/A	Poll	F+A
15	Υ	Pass	No	For	0.5%	13,474,131,801	99.5%	66,045,149	0.5%	110,336,449	N/A	Poll	F+A
16	Υ	Pass	No	For	3.5%	13,056,729,819	96.5%	468,541,854	3.5%	119,869,222	N/A	Poll	F+A
17	Υ	Pass	No	For	6.5%	12,636,558,391	93.5%	879,608,690	6.5%	134,324,863	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	13,361,576,086	99.0%	138,080,684	1.0%	150,834,634	N/A	Poll	F+A
19	Y	Pass	No	For	3.6%	13,010,997,410	96.4%	487,479,909	3.6%	152,011,879	N/A	Poll	F+A
20	Y	Pass	No	For	1.5%	13,267,089,657	98.5%	207,280,010	1.5%	176,130,228	N/A	Poll	F+A
21	Y	Pass	No	For	7.6%	12,451,061,928	92.4%	1,031,172,483	7.6%	168,263,451	N/A	Poll	F+A
	N												
22	Y	Pass	No	For	0.9%	13,339,502,194	99.1%	115,759,662	0.9%	195,200,575	N/A	Poll	F+A
23	Υ	Fail	No	Against	8.4%	1,077,086,256	8.4%	11,750,746,486	91.6%	802,598,545	N/A	Poll	F+A

### **Golden Prospect Precious Metals Ltd.**

Meeting Date: 05/22/2019 Country: Guernsey Primary Security ID: G4033G100 Meeting ID: 1326031

Record Date: 05/20/2019 Meeting Type: Annual Ticker: GPM

Primary CUSIP: G4033G100 Primary ISIN: GG00B1G9T992 Primary SEDOL: B1G9T99 Proxy Level: N/A

Earliest Cutoff Date: 05/16/2019 Shares Voted: 5,967,630 Votable Shares: 5,967,630 \*Shares on Loan: 0 Shares Instructed: 5,967,630

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Ratify BDO Limited as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Re-elect Graeme Ross as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 4-5 & 7A vote FOR the re-election of Graeme Ross, Malcolm Burne and Toby Birch is warranted because no significant concerns have been identified. Item 6A vote FOR the election of Rob King is warranted, although the following deviation from best practice should be noted: \*Apart from his role as a director at the Company, he also serves as a director at other publicly listed companies, which could potentially compromise his ability to commit sufficient time to his role in the Company. The main reason for support is: \*His outside roles are all at investment trusts. Taking this into account, a degree of flexibility is considered appropriate.

Blended Rationale: Items 4-5 & 7A vote FOR the re-election of Graeme Ross, Malcolm Burne and Toby Birch is warranted because no significant concerns have been identified. Item 6A vote FOR the election of Rob King is warranted, although the following deviation from best practice should be noted: \* Apart from his role as a director at the Company, he also serves as a director at other publicly listed companies, which could potentially compromise his ability to commit sufficient time to his role in the Company. The main reason for support is: \* His outside roles are all at investment trusts. Taking this into account, a degree of flexibility is considered appropriate.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

# **Golden Prospect Precious Metals Ltd.**

Proposal Number	Proposal Text	P	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Malcolm Burne as Director	M	1gmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 4-5 & 7. because no significant concerns have be following deviation from best practice director at other publicly listed comparing the Company. The main reason for segree of flexibility is considered approximately approximately approximately approximately provided the second segree of flexibility is considered approximately approxim	been identified.Item ( should be noted:* Ap nies, which could poto support is:* His outsic	6A vote FOI part from hi entially com	R the elections is role as a compromise his	on of Rob King director at the G ability to com	is warranted, a Company, he a mit sufficient ti	although the also serves as a ime to his role					
	Blended Rationale: Items 4-5 & 7A vot because no significant concerns have I											
	following deviation from best practice director at other publicly listed comparing the Company. The main reason for stage of flexibility is considered approximately appro	should be noted:* Apnies, which could pote Support is:* His outsic	part from hi entially com	is role as a d apromise his	director at the of ability to com	Company, he a mit sufficient ti	also serves as a ime to his role					
6	Re-elect Robert King as Director	M	1gmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 4-5 & 7. because no significant concerns have be following deviation from best practice director at other publicly listed comparing the Company. The main reason for segree of flexibility is considered approximately approximately approximately approximately provided the provided provided Rationale: Items 4-5 & 7A vot	been identified.Item o should be noted:* Ap nies, which could pote support is:* His outsic opriate.	6A vote FOI part from hi entially com de roles are	R the elections the second the se	on of Rob King director at the G s ability to com tment trusts. T	is warranted, a Company, he a mit sufficient to aking this into	although the also serves as a ime to his role account, a					
	because no significant concerns have to following deviation from best practice director at other publicly listed comparing the Company. The main reason for stagee of flexibility is considered approximately approx	should be noted:* Apnies, which could pote Support is:* His outsic	part from hi entially com	is role as a d apromise his	director at the of ability to com	Company, he a mit sufficient ti	also serves as a time to his role					
7	Re-elect Toby Birch as Director	M	1gmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 4-5 & 7. because no significant concerns have be following deviation from best practice director at other publicly listed comparing the Company. The main reason for segree of flexibility is considered approximately approxim	been identified.Item ( should be noted:* Ap nies, which could poto support is:* His outsic	6A vote FOI part from hi entially com	R the elections is role as a compromise his	on of Rob King director at the G ability to com	is warranted, a Company, he a mit sufficient ti	although the also serves as a ime to his role					
	Blended Rationale: Items 4-5 & 7A vol because no significant concerns have to following deviation from best practice a director at other publicly listed compan- in the Company. The main reason for so degree of flexibility is considered appro-	been identified.Item ( should be noted:* Ap nies, which could poto support is:* His outsic	6A vote FOI part from hi entially com	R the election Is role as a compromise his	on of Rob King director at the G ability to com	is warranted, a Company, he a mit sufficient ti	although the also serves as a ime to his role					
8	Authorise Market Purchase of Ordinal	ry Shares M	1gmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
		stodian count Number	Ballot Statu	ıs	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares	s	Shares Voted
RTRF, RTF	RF 392	2078	Confirmed		Auto-Instructed	05/17/2019	Auto-Approved	05/17/2019		5,967,630		5,967,630
					_			Total Shares:		5,967,630		5,967,630



Location(s): All Locations
Institution Account(s): RTRF

## **Golden Prospect Precious Metals Ltd.**

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

### DowDuPont Inc.

Meeting Date: 05/23/2019 Country: USA Primary Security ID: 260783100 Meeting ID: 1333857

 Primary CUSIP: 260783100
 Primary ISIN: US2607831007
 Primary SEDOL: BYP66M4
 Proxy Level: 2

Earliest Cutoff Date: 05/22/2019 Shares Voted: 1,500,500 Votable Shares: 1,500,500 \*Shares on Loan: 0 Shares Instructed: 1,500,500

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Reverse Stock Split		Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares	:	Shares Voted
RTRF, RTR	F	000392078	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		1,500,500		1,500,500
					_			Total Shares:	•	1,500,500		1,500,500

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461 Results Available: Full



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.7%	1,914,395,130	97.3%	45,345,420	2.3%	7,226,350	0.4%	Proxy	F+A+AB
2	Υ	Pass	No	For	10.4%	1,754,948,995	89.6%	202,990,195	10.4%	9,027,710	N/A	Proxy	F+A

### **National Oilwell Varco, Inc.**

Meeting Date: 05/28/2019 Country: USA Primary Security ID: 637071101 Meeting ID: 1324499 Record Date: 03/29/2019 Meeting Type: Annual Ticker: NOV Primary CUSIP: 637071101 Primary ISIN: US6370711011 Primary SEDOL: 2624486 Proxy Level: 3 Earliest Cutoff Date: 05/24/2019 **Shares Voted:** 1,371,432 Votable Shares: 1,371,432 \*Shares on Loan: 0 Shares Instructed: 1,371,432 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Vote Vote Vote Additional Proposal Votable Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mamt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Elect Director Clay C. Williams Yes For 1A Mgmt For For For No No No Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted. Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted. 1B Elect Director Greg L. Armstrong For For For Against Yes Yes Yes Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted. Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted. 1C Elect Director Marcela E. Donadio Mamt Yes For For For For No No No Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted. Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted. 1D Elect Director Ben A. Guill For For Against Yes Yes Yes Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted. Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted. 1F Elect Director James T. Hackett Against Mamt Against Against No Yes No

Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted.

Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted.



Location(s): All Locations
Institution Account(s): RTRF

# **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote : Against ISS
1F	Elect Director David D. Harrison		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote Ad an outside company. * A vote FOR		_			boards while se	rving as a CEC	of of				
	Blended Rationale: * Vote AGAIN outside company. * A vote FOR th				ee public board	ds while serving	as a CEO of a	n				
1G	Elect Director Eric L. Mattson		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote Ada an outside company.* A vote FOR		_			boards while se	rving as a CEC	of				
	Blended Rationale: * Vote AGAIN outside company. * A vote FOR th		-		ee public board	ds while serving	as a CEO of a	n				
1H	Elect Director Melody B. Meyer		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote Ad an outside company.* A vote FOR		-		•	boards while se	rving as a CEC	) of				
	Blended Rationale: * Vote AGAIN outside company. * A vote FOR th		-		ee public board	ds while serving	as a CEO of a	n				
1I	Elect Director William R. Thomas	5	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote Ad an outside company.* A vote FOR				,	boards while se	rving as a CEC	) of				
	Blended Rationale: * Vote AGAIN outside company.* A vote FOR the		-		ee public board	ds while serving	as a CEO of a	n				
2	Ratify Ernst & Young LLP as Aud	litors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named E Officers' Compensation	Executive	Mgmt	Yes	For	For		For	For	No	No	No
4	Amend Omnibus Stock Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF	000392078	Confirmed		arussell	05/22/2019	arussell	05/22/2019		1,371,432		1,371,432
								Total Share	s:	1,371,432		1,371,432

#### **Meeting Results**

Outstanding Shares Voted: 385,932,068

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1A	Υ	Pass	No	For	3.6%	307,905,691	96.4%	11,502,986	3.6%	137,335	N/A	Proxy	F+A
1B	Υ	Pass	No	For	4.8%	304,146,566	95.2%	15,264,020	4.8%	135,426	N/A	Proxy	F+A
1C	Υ	Pass	No	For	0.6%	317,475,120	99.4%	1,938,168	0.6%	132,724	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1D	Y	Pass	No	For	6.1%	299,881,341	93.9%	19,524,320	6.1%	140,351	N/A	Proxy	F+A
1E	Υ	Pass	No	For	26.6%	234,265,162	73.4%	85,101,535	26.6%	179,315	N/A	Proxy	F+A
1F	Υ	Pass	No	For	5.6%	301,514,702	94.4%	17,889,485	5.6%	141,825	N/A	Proxy	F+A
1G	Υ	Pass	No	For	5.8%	300,814,524	94.2%	18,589,950	5.8%	141,538	N/A	Proxy	F+A
1H	Υ	Pass	No	For	0.6%	317,539,964	99.4%	1,872,439	0.6%	133,609	N/A	Proxy	F+A
1I	Υ	Pass	No	For	0.4%	318,253,049	99.6%	1,154,220	0.4%	138,743	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.0%	331,561,147	97.0%	8,948,012	2.6%	1,346,988	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	8.0%	293,950,715	92.0%	25,219,673	7.9%	375,624	0.1%	Proxy	F+A+AB
4	Υ	Pass	No	For	6.6%	298,430,739	93.4%	20,725,805	6.5%	389,468	0.1%	Proxy	F+A+AB

# **Exxon Mobil Corporation**

-	<b>Date:</b> 05/29/2019 <b>Date:</b> 04/03/2019	Country: USA Meeting Type: Annu	ual		Primary Ticker:	y Security ID XOM	: 30231G102		Mee	ting ID: 13	322900	
Primary C	CUSIP: 30231G102	Primary ISIN: US3023	1G1022		Primary	<b>SEDOL:</b> 232661	8		Prox	y Level: 3		
	utoff Date: 05/28/2019	Shares Voted: 915,366	i	Votable Si	nares: 915,366		*Shares on Lo		Share	es Instructe	: <b>d:</b> 915,366	
Proposal Number	ots: 1 Proposal Text	Voting Policy: ISS	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Pol  Additional  Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Susan K. Avery		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AG. outside company. Votes FOR the		-	ore than thro	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINS outside company. Votes FOR the		-	han three pu	ıblic boards wh	hile serving as	CEO of an					
1.2	Elect Director Angela F. Braly		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AG. outside company. Votes FOR the		-	ore than thro	ee public board	ds while serving	g as CEO of an					
	Blended Rationale: Vote AGAINS outside company. Votes FOR the		_	han three pu	ıblic boards wh	hile serving as	CEO of an					
1.3	Elect Director Ursula M. Burns		Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: Vote AG outside company. Votes FOR the		-	ore than thre	ee public board	ds while serving	g as CEO of an					

Blended Rationale: Vote AGAINST Ursula Burns for serving on more than three public boards while serving as CEO of an

outside company. Votes FOR the remaining directors are warranted.



Location(s): All Locations
Institution Account(s): RTRF

# **Exxon Mobil Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Director Kenneth C. Frazier	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	_	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servi outside company. Votes FOR the remaining directors are	-	han three pu	blic boards wh	nile serving as (	CEO of an					
1.5	Elect Director Steven A. Kandarian	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servioutside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wh	nile serving as C	CEO of an					
1.6	Elect Director Douglas R. Oberhelman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servioutside company. Votes FOR the remaining directors are	-	han three pu	ıblic boards wh	nile serving as C	CEO of an					
1.7	Elect Director Samuel J. Palmisano	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	_	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servioutside company. Votes FOR the remaining directors are	-	han three pu	blic boards wh	nile serving as (	CEO of an					
1.8	Elect Director Steven S Reinemund	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	_	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servioutside company. Votes FOR the remaining directors are	-	han three pu	blic boards wh	nile serving as (	CEO of an					
1.9	Elect Director William C. Weldon	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	_	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servioutside company. Votes FOR the remaining directors are	-	han three pu	blic boards wh	nile serving as (	CEO of an					
1.10	Elect Director Darren W. Woods	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote AGAINST Ursula Burns for outside company. Votes FOR the remaining directors are	-	ore than thre	ee public board	ds while serving	as CEO of an					
	Blended Rationale: Vote AGAINST Ursula Burns for servioutside company. Votes FOR the remaining directors are	-	han three pu	blic boards wh	nile serving as (	CEO of an					
2	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations Institution Account(s): RTRF

## **Exxon Mobil Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
4	Require Independent Board Chairm	an	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR to change in the board leadership struc- transition. The role of the Presiding L suggesting that the company could b	ture, as it requests t Director is not consid	he policy requiered a suffici	uiring an ind ient countert	lependent cha balance to the	ir be phased in combined role:	for the next CE s of CEO/chair,	0				
	Blended Rationale: A vote FOR this n the board leadership structure, as it transition. The role of the Presiding L suggesting that the company could b	requests the policy r Director is not consid	equiring an ii Iered a suffic	ndependent ient counteri	chair be phase balance to the	ed in for the ne combined role	xt CEO s of CEO/chair,	'n				
5	Amend Bylaws - Call Special Meetin	gs	SH	Yes	Against	For		For	Against	No	Yes	Yes
6	Disclose a Board Diversity and Qual Matrix	lifications	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR t transparency and would provide shar director nominees; and* A growing matrix.	reholders with a bett	ter tool to ass	sess the qua	lity of Exxon's	board and to e	valuate its					
	Blended Rationale: A vote FOR this re transparency and would provide shar director nominees; and* A growing re matrix.	reholders with a bett	ter tool to ass	sess the qua	lity of Exxon's	board and to e	valuate its					
7	Establish Environmental/Social Issue Committee	e Board	SH	Yes	Against	Against		Against	For	Yes	Yes	Yes
8	Report on Risks of Petrochemical Opin Flood Prone Areas	perations	SH	Yes	Against	Against		Against	Against	No	No	No
9	Report on Political Contributions		SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR to memberships in trade associations are comprehensive political contribution of	nd other political org	anizations wo	ould help sha	areholders ass	ess the compar	ny's					
	Blended Rationale: A vote FOR this rememberships in trade associations are comprehensive political contribution of	nd other political org	anizations wo	ould help sha	areholders ass	ess the compai	ny's					
10	Report on Lobbying Payments and I	Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR t expenditures, trade association paym risks and benefits associated with the	nents, and board-leve	el oversight n	mechanisms	would help sh		-					
	Blended Rationale: A vote FOR this p expenditures, trade association paym risks and benefits associated with the	nents, and board-leve	el oversight n	mechanisms	would help sh							
Ballot D	Petails											
		Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares	s	Shares Voted

Confirmed

000392078

RTRF, RTRF

dnicoll

05/24/2019

dnicoll

05/24/2019

**Total Shares:** 

915,366

915,366

915,366

915,366



Location(s): All Locations
Institution Account(s): RTRF

# **Exxon Mobil Corporation**

#### **Meeting Results**

Outstanding Shares Voted: 4,233,104,962

Results Available: Full

Voting Proposal  Y  Y  Y  Y	Pass Pass	Dissident Proposal No	Mgmt Rec For	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
Y Y	Pass		For	1.9%	2 711 070 057							
Υ		No			2,711,878,957	98.1%	53,840,712	1.9%	17,023,610	N/A	Proxy	F+A
			For	4.0%	2,655,803,993	96.0%	109,637,466	4.0%	17,306,054	N/A	Proxy	F+A
Y	Pass	No	For	27.4%	2,010,911,722	72.6%	758,378,154	27.4%	13,454,119	N/A	Proxy	F+A
	Pass	No	For	4.2%	2,641,398,097	95.8%	116,640,815	4.2%	24,698,018	N/A	Proxy	F+A
Υ	Pass	No	For	2.0%	2,708,112,428	98.0%	56,333,337	2.0%	18,302,374	N/A	Proxy	F+A
Υ	Pass	No	For	1.7%	2,717,801,828	98.3%	46,702,913	1.7%	18,248,219	N/A	Proxy	F+A
Υ	Pass	No	For	3.8%	2,658,722,620	96.2%	106,300,596	3.8%	17,692,157	N/A	Proxy	F+A
Υ	Pass	No	For	13.6%	2,389,358,756	86.4%	374,882,458	13.6%	18,501,425	N/A	Proxy	F+A
Υ	Pass	No	For	1.8%	2,714,287,029	98.2%	50,376,703	1.8%	18,081,587	N/A	Proxy	F+A
Υ	Pass	No	For	6.5%	2,581,334,743	93.5%	179,190,101	6.5%	22,227,558	N/A	Proxy	F+A
Υ	Pass	No	For	3.2%	3,539,244,836	96.8%	115,612,054	3.2%	13,638,465	N/A	Proxy	F+A
Υ	Pass	No	For	8.4%	2,521,182,295	91.6%	230,226,914	8.4%	31,292,977	N/A	Proxy	F+A
Υ	Fail	No	Against	40.7%	1,124,470,926	40.7%	1,635,150,846	59.3%	23,102,008	N/A	Proxy	F+A
Υ	Fail	No	Against	42.4%	1,168,396,459	42.4%	1,587,747,530	57.6%	26,603,685	N/A	Proxy	F+A
Υ	Fail	No	Against	29.8%	817,492,259	29.8%	1,923,667,360	70.2%	41,562,550	N/A	Proxy	F+A
Υ	Fail	No	Against	7.4%	201,132,789	7.4%	2,521,714,790	92.6%	59,889,615	N/A	Proxy	F+A
Υ	Fail	No	Against	25.0%	649,151,469	25.0%	1,948,387,616	75.0%	185,198,823	N/A	Proxy	F+A
Υ	Fail	No	Against	26.1%	718,657,227	26.1%	2,034,132,010	73.9%	29,935,531	N/A	Proxy	F+A
	Y Y Y Y Y Y Y Y Y Y Y Y Y	Y Pass Y Pail Y Fail Y Fail Y Fail	Y         Pass         No           Y         Fail         No	Y Pass No For Y Fail No Against	Y         Pass         No         For         3.8%           Y         Pass         No         For         13.6%           Y         Pass         No         For         1.8%           Y         Pass         No         For         6.5%           Y         Pass         No         For         3.2%           Y         Pass         No         For         8.4%           Y         Fail         No         Against         40.7%           Y         Fail         No         Against         29.8%           Y         Fail         No         Against         7.4%           Y         Fail         No         Against         25.0%	Y         Pass         No         For         3.8%         2,658,722,620           Y         Pass         No         For         13.6%         2,389,358,756           Y         Pass         No         For         1.8%         2,714,287,029           Y         Pass         No         For         6.5%         2,581,334,743           Y         Pass         No         For         3.2%         3,539,244,836           Y         Pass         No         For         8.4%         2,521,182,295           Y         Fail         No         Against         40.7%         1,124,470,926           Y         Fail         No         Against         42.4%         1,168,396,459           Y         Fail         No         Against         29.8%         817,492,259           Y         Fail         No         Against         7.4%         201,132,789           Y         Fail         No         Against         25.0%         649,151,469	Y         Pass         No         For         3.8%         2,658,722,620         96.2%           Y         Pass         No         For         13.6%         2,389,358,756         86.4%           Y         Pass         No         For         1.8%         2,714,287,029         98.2%           Y         Pass         No         For         6.5%         2,581,334,743         93.5%           Y         Pass         No         For         3.2%         3,539,244,836         96.8%           Y         Pass         No         For         8.4%         2,521,182,295         91.6%           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%           Y         Fail         No         Against         29.8%         817,492,259         29.8%           Y         Fail         No         Against         7.4%         201,132,789         7.4%           Y         Fail         No         Against         25.0%         649,151,469         25.0%	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%         1,587,747,530           Y         Fail         No         Against         29.8%         817,492,259         29.8%         1,923,667,360           Y         Fail         No         Against         7.4%         201,132,789         7.4%	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%         1,587,747,530         57.6%           Y         Fail         No         Against         7.4%         201,132,789         7.4%         2,521,714,790	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%         17,692,157           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%         18,501,425           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%         18,081,587           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%         22,227,558           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%         13,638,465           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%         31,292,977           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%         23,102,008           Y         Fail         No         Against         42.4%         1,168,396,459         42.4%         1,587,747,530         57.6%         26,60	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%         17,692,157         N/A           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%         18,501,425         N/A           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%         18,081,587         N/A           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%         22,227,558         N/A           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%         13,638,465         N/A           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%         31,292,977         N/A           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%         23,102,008         N/A           Y         Fail         No         Against	Y         Pass         No         For         3.8%         2,658,722,620         96.2%         106,300,596         3.8%         17,692,157         N/A         Proxy           Y         Pass         No         For         13.6%         2,389,358,756         86.4%         374,882,458         13.6%         18,501,425         N/A         Proxy           Y         Pass         No         For         1.8%         2,714,287,029         98.2%         50,376,703         1.8%         18,081,587         N/A         Proxy           Y         Pass         No         For         6.5%         2,581,334,743         93.5%         179,190,101         6.5%         22,227,558         N/A         Proxy           Y         Pass         No         For         3.2%         3,539,244,836         96.8%         115,612,054         3.2%         13,638,465         N/A         Proxy           Y         Pass         No         For         8.4%         2,521,182,295         91.6%         230,226,914         8.4%         31,292,977         N/A         Proxy           Y         Fail         No         Against         40.7%         1,124,470,926         40.7%         1,635,150,846         59.3%         23,10

# **China Life Insurance Company Limited**

Meeting Date: 05/30/2019	Country: China	Primary Security ID: Y1477R204	Meeting ID: 1322591
Record Date: 04/29/2019	Meeting Type: Annual	Ticker: 2628	
Primary CUSIP: Y1477R204	Primary ISIN: CNE1000002L3	Primary SEDOL: 6718976	Proxy Level: N/A



Shares Instructed: 5,139,000

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

Earliest Cutoff Date: 05/24/2019

Total Ballots: 1

5

### **China Life Insurance Company Limited**

vote FOR these resolutions is warranted.

Approve 2018 Profit Distribution Plan

Approve Remuneration of Directors and

Amend Rules and Procedures Regarding

Amend Rules and Procedures Regarding

Elect Han Bing as Supervisor

Supervisors

Shares Voted: 5.139,000

Voting Policy: ISS

Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Proposal Instruction ISS Rec **Policy Rec Policy Rec** Number Proponent Mgmt Rec Mgmt Policy ISS AGM BALLOT FOR HOLDERS OF H SHARES Mgmt No Approve 2018 Report of the Board of For No No Mgmt Yes For No Directors Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Approve 2018 Report of the Board of Yes For For For For No No No Mamt Supervisors Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted. 3 Approve 2018 Financial Report Mamt Yes For For For For No No No Voting Policy Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR these resolutions is warranted.

Votable Shares: 5.139.000

\*Shares on Loan: 0

For

No

No

No

No

No

No

Nο

No

No

No

No

No

No

No

No

**Additional Policy:** 

General Meetings of Shareholders

Voting Policy Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed amendments.

Blended Rationale: In the absence of any known issues concerning the company's audited accounts and financial statements, a

Yes

Yes

Yes

Yes

Yes

For

Mgmt

Mgmt

SH

Mgmt

Blended Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed amendments.

Meetings of Board of Directors

Voting Policy Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed amendments.

Mgmt

Blended Rationale: A vote FOR these resolutions is warranted given the absence of any known issues concerning the proposed amendments.



Location(s): All Locations Institution Account(s): RTRF

# **China Life Insurance Company Limited**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
9	Amend Rules and Procedures Re Meetings of Board of Supervisors		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO proposed amendments.	R these resolutions is	warranted giv	en the abse	nce of any kno	own issues con	cerning the					
	Blended Rationale: A vote FOR the amendments.	ese resolutions is warr	ranted given ti	he absence o	of any known i	issues concerni	ing the propose	d				
10	Approve Ernst & Young Hua Ming PRC Auditor and the Auditor for and Ernst & Young as the Hong and Authorize Board to Fix Their Remuneration	JS Form 20-F	Mgmt	Yes	For	For		For	For	No	No	No
11	Amend Articles of Association Re Committee	garding Party	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote AG to adequately provide for account			•	les and bylaw	amendments a	re not consider	ed				
	Blended Rationale: A vote AGAINS adequately provide for accountable				nd bylaw amei	ndments are no	ot considered to	)				
12	Approve Issuance of Equity or Ec Securities without Preemptive Rig Shares		Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AG than 10 percent.* The company h			for the follov	ving:* The H s	hare issuance	limit is greater					
	Blended Rationale: A vote AGAINS 10 percent.* The company has no			e following:	* The H share	issuance limit	is greater than					
13	Approve Overseas Issuance of Se	enior Bonds	Mgmt	Yes	For	For		For	For	No	No	No
14	Elect Li Mingguang as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO nominees.	R both nominees is w	arranted giver	the absence	e of any know	n issues conce	rning the					
	Blended Rationale: A vote FOR bo	th nominees is warrar	nted given the	absence of	any known iss	ues concerning	the nominees.					
15	Elect Wang Junhui as Director		SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC nominees.	R both nominees is w	arranted giver	n the absenc	e of any know	n issues conce	erning the					
	Blended Rationale: A vote FOR bo	th nominees is warrar	nted given the	absence of	any known iss	ues concerning	the nominees.					
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		arussell	05/23/2019	arussell	05/23/2019		5,139,000		5,139,000

### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000 Results Available: Full **Total Shares:** 

5,139,000

5,139,000



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.1%	22,479,821,602	99.9%	113,440	0.0%	15,059,245	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	22,479,842,922	99.9%	94,650	0.0%	15,056,715	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	22,479,843,017	99.9%	98,115	0.0%	15,053,155	0.1%	Poll	F+A+AB
4	Y	Pass	No	For	0.1%	22,482,104,122	99.9%	172,765	0.0%	12,717,400	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.8%	22,319,382,862	99.2%	156,870,120	0.7%	18,741,305	0.1%	Poll	F+A+AB
6	Y	Pass	No	For	1.2%	22,218,381,687	98.8%	260,209,310	1.2%	16,403,290	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	22,461,605,558	99.9%	20,642,239	0.1%	12,746,490	0.1%	Poll	F+A+AB
8	Y	Pass	No	For	0.1%	22,461,602,758	99.9%	20,638,899	0.1%	12,752,630	0.1%	Poll	F+A+AB
9	Y	Pass	No	For	0.1%	22,461,598,403	99.9%	20,634,319	0.1%	12,761,565	0.1%	Poll	F+A+AB
10	Y	Pass	No	For	0.2%	22,448,657,032	99.8%	30,217,515	0.1%	16,119,740	0.1%	Poll	F+A+AB
11	Y	Pass	No	For	9.4%	20,383,270,370	90.6%	2,050,277,898	9.1%	61,446,019	0.3%	Poll	F+A+AB
12	Y	Pass	No	For	10.5%	20,136,304,577	89.5%	2,345,826,920	10.4%	12,862,790	0.1%	Poll	F+A+AB
13	Y	Pass	No	For	0.1%	22,481,980,762	99.9%	188,445	0.0%	12,825,080	0.1%	Poll	F+A+AB
14	Y	Pass	No	For	1.2%	22,214,930,948	98.8%	254,909,359	1.1%	25,153,980	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	1.4%	22,182,971,849	98.6%	286,868,183	1.3%	25,154,255	0.1%	Poll	F+A+AB

### **Arix Bioscience Plc**

Meeting Date: 06/03/2019Country: United KingdomPrimary Security ID: G0477B102Meeting ID: 1320948

Record Date: 05/30/2019 Meeting Type: Annual Ticker: ARIX

 Primary CUSIP: G0477B102
 Primary ISIN: GB00BD045071
 Primary SEDOL: BD04507
 Proxy Level: N/A

Earliest Cutoff Date: 05/28/2019 Shares Voted: 2,417,275 Votable Shares: 2,417,275 \*Shares on Loan: 0 Shares Instructed: 2,417,275

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is warranted because:\* Existing options of the CEO are to be repriced over five subsequent years.

Blended Rationale: A vote AGAINST this resolution is warranted because: \* Existing options of the CEO are to be repriced over five subsequent years.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

## **Arix Bioscience Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Re-elect Jonathan Peacock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
5	Re-elect Dr Franz Humer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co										
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co										
6	Re-elect Trevor Jones as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
7	Re-elect Giles Kerr as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	and Mark Breuer is warranted because no significant concerns have been identified.  Blended Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.										
8	Re-elect Dr Joseph Anderson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co										
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant con										



Location(s): All Locations
Institution Account(s): RTRF

## **Arix Bioscience Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Re-elect James Rawlingson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential conce Peacock is warranted as he is not a member of the Au election/re-election of Jonathan Peacock, Franz Hume and Mark Breuer is warranted because no significant of	dit and Remund r, Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote I	FOR the					
	Blended Rationale: Item 4Despite potential concerns of Peacock is warranted as he is not a member of the Au election/re-election of Jonathan Peacock, Franz Hume and Mark Breuer is warranted because no significant of	dit and Remund r, Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote I	FOR the	,				
10	Elect Art Pappas as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential conce Peacock is warranted as he is not a member of the Au election/re-election of Jonathan Peacock, Franz Hume. and Mark Breuer is warranted because no significant of										
	Blended Rationale: Item 4Despite potential concerns of Peacock is warranted as he is not a member of the Au election/re-election of Jonathan Peacock, Franz Humen and Mark Breuer is warranted because no significant of										
11	Elect Mark Breuer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential conce Peacock is warranted as he is not a member of the Au election/re-election of Jonathan Peacock, Franz Hume and Mark Breuer is warranted because no significant of	dit and Remund r, Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote I	FOR the					
	Blended Rationale: Item 4Despite potential concerns of Peacock is warranted as he is not a member of the Au election/re-election of Jonathan Peacock, Franz Humen and Mark Breuer is warranted because no significant of	dit and Remund r, Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote I	FOR the	;				
12	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	cause the pi	roposed amou	ints and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	rranted becaus	e the propos	sed amounts a	and durations a	re within					
15	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions recommended limits.	is warranted be	ecause the pi	roposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR these resolutions is warecommended limits.	rranted becaus	e the propos	sed amounts a	and durations a	re within					



Location(s): All Locations
Institution Account(s): RTRF

## **Arix Bioscience Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote : Against ISS
16	Authorise Issue of Equity v Rights in Connection with Other Capital Investment	·	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within											
	Blended Rationale: A vote F recommended limits.	FOR these resolutions is wa	arranted because	e the propo.	sed amounts a	and durations ar	re within					
17	Authorise Market Purchase	e of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Market Purchase of Ordinary Shares  Authorise the Company to Call General  Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		arussell	05/28/2019	arussell	05/28/2019		2,417,275		2,417,275
								Total Shares	:	2,417,275		2,417,275

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	79,740,015	100.0%	0	0.0%	3,894	N/A	Poll	F+A
2	Υ	Pass	No	For	49.7%	40,079,954	50.3%	39,658,365	49.7%	5,590	N/A	Poll	F+A
3	Υ	Fail	No	For	67.6%	23,179,050	32.4%	48,338,181	67.6%	8,226,678	N/A	Poll	F+A
4	Υ	Pass	No	For	5.0%	75,716,711	95.0%	4,025,628	5.0%	1,570	N/A	Poll	F+A
5	Υ	Pass	No	For	7.0%	74,175,937	93.0%	5,566,402	7.0%	1,570	N/A	Poll	F+A
6	Υ	Pass	No	For	2.6%	77,691,164	97.4%	2,050,547	2.6%	2,198	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	79,739,711	100.0%	2,628	0.0%	1,570	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	79,741,711	100.0%	628	0.0%	1,570	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	79,741,711	100.0%	628	0.0%	1,570	N/A	Poll	F+A
10	Υ	Pass	No	For	4.4%	76,266,164	95.6%	3,476,175	4.4%	1,570	N/A	Poll	F+A
11	Υ	Pass	No	For	0.0%	79,741,711	100.0%	0	0.0%	2,198	N/A	Poll	F+A
12	Υ	Pass	No	For	9.4%	72,224,733	90.6%	7,524,156	9.4%	4,020	N/A	Poll	F+A
13	Υ	Pass	No	For	1.8%	78,313,875	98.2%	1,426,485	1.8%	3,549	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
14	Υ	Pass	No	For	7.7%	73,634,398	92.3%	6,105,491	7.7%	4,020	N/A	Poll	F+A
15	Υ	Pass	No	For	11.4%	70,676,320	88.6%	9,063,088	11.4%	4,501	N/A	Poll	F+A
16	Υ	Pass	No	For	10.9%	71,033,320	89.1%	8,706,088	10.9%	4,501	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	79,736,396	100.0%	5,063	0.0%	2,450	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	79,739,242	100.0%	2,250	0.0%	2,417	N/A	Poll	F+A

### **Prosegur Cash SA**

Meeting Date: 06/03/2019 Country: Spain Primary Security ID: E8S56X108 Meeting ID: 1331791

Record Date: 05/29/2019 Ticker: CASH Meeting Type: Annual

Primary CUSIP: E8S56X108 Primary ISIN: ES0105229001 Primary SEDOL: BDH3Q71 Proxy Level: N/A

Earliest Cutoff Date: 05/28/2019 **Shares Voted:** 3,439,460 Votable Shares: 3,439,460 \*Shares on Loan: 0 Shares Instructed: 3,439,460

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

							,.				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Consolidated and Standalone Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Non-Financial Information Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Allocation of Income and Dividends	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of Board	Mgmt	Yes	For	For		For	For	No	No	No
5	Reelect Christian Gut Revoredo as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO.										

Blended Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO.

Reelect Jose Antonio Lasanta Luri as Director Mgmt Yes For For For Nο Nο Nο

Voting Policy Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO.

Blended Rationale: Votes FOR the reelection of the executive chairman under Item 5 and NI-NED Rubio Merino under Item 7 are warranted because the company complies with the one-third independence guideline applicable to controlled companies in this market. A vote FOR Item 6 is warranted due to a lack of concerns about the company CEO.



Location(s): All Locations
Institution Account(s): RTRF

## **Prosegur Cash SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
7	Reelect Antonio Rubio M	lerino as Director	Mgmt	Yes	For	For		For	For	No	No	No
	7 are warranted because	otes FOR the reelection of the the company complies with the Is warranted due to	the one-third inc	dependence	guideline appi	licable to contro						
	are warranted because th	FOR the reelection of the exection of the exection of the exection of the reelection of the exection of the reelection of the exection of the	e one-third inde	pendence g	uideline applic							
8.A	Renew Appointment of I Auditor for FY 2019	KPMG Auditores as	Mgmt	Yes	For	For		For	For	No	No	No
8.B	Appoint Ernst & Young a 2020, 2021 and 2022	as Auditor for FY	Mgmt	Yes	For	For		For	For	No	No	No
9	Advisory Vote on Remur	neration Report	Mgmt	Yes	For	For		For	For	No	No	No
10	Authorize Board to Ratif Approved Resolutions	y and Execute	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares	!	Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	05/28/2019	arussell	05/28/2019		3,439,460		3,439,460
								Total Shares	<u></u>	3,439,460		3,439,460

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	1,362,330,483	100.0%	0	0.0%	0	0.0%	Poll	F+A+AB
2	Υ	Pass	No	For	0.0%	1,362,330,483	100.0%	0	0.0%	0	0.0%	Poll	F+A+AB
3	Υ	Pass	No	For	0.0%	1,362,330,483	100.0%	0	0.0%	0	0.0%	Poll	F+A+AB
4	Υ	Pass	No	For	0.0%	1,362,328,483	100.0%	2,000	0.0%	0	0.0%	Poll	F+A+AB
5	Υ	Pass	No	For	0.2%	1,359,227,072	99.8%	759,143	0.1%	2,344,268	0.2%	Poll	F+A+AB
6	Υ	Pass	No	For	0.2%	1,359,227,964	99.8%	758,251	0.1%	2,344,268	0.2%	Poll	F+A+AB
7	Υ	Pass	No	For	0.3%	1,357,840,801	99.7%	2,145,414	0.2%	2,344,268	0.2%	Poll	F+A+AB
8.A	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
8.B	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	0.7%	1,352,261,488	99.3%	7,730,539	0.6%	2,338,456	0.2%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
10	Y	Pass	No	For	0.1%	1,360,944,212	99.9%	1,386,271	0.1%	0	0.0%	Poll	F+A+AB

### **General Motors Company**

 Meeting Date: 06/04/2019
 Country: USA
 Primary Security ID: 37045V100
 Meeting ID: 1326692

Record Date: 04/08/2019 Meeting Type: Annual Ticker: GM

 Primary CUSIP: 37045V100
 Primary ISIN: US37045V1008
 Primary SEDOL: B665KZ5
 Proxy Level: 3

Earliest Cutoff Date: 06/03/2019 Shares Voted: 1,056,301 Votable Shares: 1,056,301 \*Shares on Loan: 0 Shares Instructed: 1,056,301

Total Ballots: 1 Voting Policy: ISS Additional Policy:

							•				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									
1b	Elect Director Wesley G. Bush	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									
1c	Elect Director Linda R. Gooden	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									
1d	Elect Director Joseph Jimenez	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									
1e	Elect Director Jane L. Mendillo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									
1f	Elect Director Judith A. Miscik	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									
1g	Elect Director Patricia F. Russo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	s warranted.									



Location(s): All Locations
Institution Account(s): RTRF

(IA Name, IA Number)

RTRF, RTRF

# **General Motors Company**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1h	Elect Director Thomas M. Schoewe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Theodore M. Solso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1j	Elect Director Carol M. Stephenson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1k	Elect Director Devin N. Wenig	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine										
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Require Independent Board Chairman	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is wan beginning with the next CEO transition, would help to en unprecedented challenges to its business model and its	nsure robust d	oversight of i	management a	as the company						
	Blended Rationale: A vote FOR this proposal is warrante beginning with the next CEO transition, would help to en unprecedented challenges to its business model and its	nsure robust d	oversight of	- management a	as the company	•					
5	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is wan expenditures, trade association memberships, and mana assess the risks and benefits associated with the compa	agement-level	oversight m	nechanisms wo	uld help sharel	-					
	Blended Rationale: A vote FOR this proposal is warrante expenditures, trade association memberships, and mana assess the risks and benefits associated with the compa	agement-level	oversight m	nechanisms wo	uld help sharel						
Ballot D	Details  Contail Custodian  Contail Custodian  Contail Custodian	Pallet Stat		Instructor	Date	Approver	Date	v	otable Share -		Shaves Vet-

**Ballot Status** 

Confirmed

**Account Number** 

000392078

Name

arussell

Instructed

05/29/2019

Name

arussell

Approved

05/29/2019

**Total Shares:** 

Votable Shares

1,056,301

1,056,301

**Shares Voted** 

1,056,301

1,056,301



Location(s): All Locations
Institution Account(s): RTRF

### **Meeting Results**

Outstanding Shares Voted: 1,420,831,726

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.9%	1,095,141,532	98.1%	21,312,091	1.9%	4,158,293	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.4%	1,103,529,792	98.6%	15,855,840	1.4%	1,226,284	N/A	Proxy	F+A
1c	Y	Pass	No	For	0.2%	1,116,955,587	99.8%	2,577,863	0.2%	1,078,466	N/A	Proxy	F+A
1d	Y	Pass	No	For	0.4%	1,115,064,272	99.6%	4,346,037	0.4%	1,201,607	N/A	Proxy	F+A
1e	Y	Pass	No	For	1.1%	1,107,006,176	98.9%	12,515,824	1.1%	1,089,916	N/A	Proxy	F+A
1f	Y	Pass	No	For	0.2%	1,116,720,430	99.8%	2,574,473	0.2%	1,317,013	N/A	Proxy	F+A
1g	Y	Pass	No	For	2.8%	1,079,577,443	97.2%	30,944,427	2.8%	10,090,046	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.2%	1,116,675,388	99.8%	2,697,719	0.2%	1,238,809	N/A	Proxy	F+A
1i	Υ	Pass	No	For	1.1%	1,106,960,213	98.9%	12,514,709	1.1%	1,136,994	N/A	Proxy	F+A
1j	Υ	Pass	No	For	1.7%	1,100,834,969	98.3%	18,676,004	1.7%	1,100,943	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.3%	1,116,586,109	99.7%	2,801,478	0.3%	1,224,329	N/A	Proxy	F+A
2	Υ	Pass	No	For	2.6%	1,090,899,591	97.3%	27,543,713	2.5%	2,168,612	0.2%	Proxy	F+A+A
3	Υ	Pass	No	For	0.7%	1,264,343,798	99.3%	7,460,517	0.6%	1,604,292	0.1%	Proxy	F+A+A
4	Υ	Fail	No	Against	37.2%	414,492,577	37.0%	703,378,125	62.8%	2,741,214	0.2%	Proxy	F+A+A
5	Υ	Fail	No	Against	29.8%	328,695,074	29.3%	786,938,618	70.2%	4,978,224	0.4%	Proxy	F+A+A

## **Sherborne Investors (Guernsey) C Ltd.**

Meeting Date: 06/04/2019 Record Date: 05/31/2019	Country: Guernsey Meeting Type: Annual	Primary Security ID: G8T17N105 Ticker: SIGC	Meeting ID: 1333394
Primary CUSIP: G8T17N105	Primary ISIN: GG00BZ3C3B94	Primary SEDOL: BZ3C3B9	Proxy Level: N/A

Earliest Cutoff Date: 05/29/2019 Shares Voted: 4,594,000 Votable Shares: 4,594,000 \*Shares on Loan: 0 Shares Instructed: 4,594,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3	Re-elect Talmai Morgan as Director	Mamt	Yes	For	Abstain		Abstain	For	No	Yes	Yes	_

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at



Location(s): All Locations
Institution Account(s): RTRF

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
4	Re-elect Trevor Ash as Director	Mamt	Yes	For	Against		Against	For	No	Yes	Yes	_

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at



Location(s): All Locations
Institution Account(s): RTRF

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
5	Re-elect Christopher Legge as Director	Mamt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes	_

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): RTRF

### Sherborne Investors (Guernsey) C Ltd.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Ian Brindle as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Dallat D	hataila									
9	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For	For	For	No	No	No
8	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For	For	For	No	No	No
7	Ratify Deloitte LLP as Auditors	Mgmt	Yes	For	For	For	For	No	No	No

Ballot Details								
Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	arussell	05/28/2019	arussell	05/28/2019	4,594,000	4,594,000
						Total Shares:	4,594,000	4,594,000

#### Meeting Results

**Outstanding Shares Voted:** 



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A
3	Y	Pass	No	For	0.8%	636,537,866	99.2%	5,071,451	0.8%	31,735,525	N/A	Show of hands	F+A
4	Y	Pass	No	For	3.5%	636,537,866	96.5%	23,371,451	3.5%	13,435,525	N/A	Show of hands	F+A
5	Y	Pass	No	For	3.5%	616,058,052	96.5%	22,457,265	3.5%	34,829,525	N/A	Show of hands	F+A
6	Y	Pass	No	For	0.0%	659,909,317	100.0%	0	0.0%	13,435,525	N/A	Show of hands	F+A
7	Y	Pass	No	For	0.1%	672,517,577	99.9%	827,265	0.1%	0	N/A	Show of hands	F+A
8	Y	Pass	No	For	0.1%	672,517,577	99.9%	827,265	0.1%	0	N/A	Show of hands	F+A
9	Y	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A

### **Tesco Pic**

Meeting Date: 06/13/2019 Country: United Kingdom Primary Security ID: G87621101 Meeting ID: 1321692

**Record Date:** 06/11/2019 **Meeting Type:** Annual **Ticker:** TSCO

 Primary CUSIP: G87621101
 Primary ISIN: G80008847096
 Primary SEDOL: 0884709
 Proxy Level: N/A

Earliest Cutoff Date: 06/07/2019 Shares Voted: 29,300,000 Votable Shares: 29,300,000 \*Shares on Loan: 0 Shares Instructed: 29,300,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Melissa Bethell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
5	Re-elect John Allan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns hav	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	en identified.						
6	Re-elect Mark Armour as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns hav	ve been identifi	ed.					

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

## **Tesco Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
7	Re-elect Stewart Gilliland as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant cor	ncerns have be	een identified.						
8	Re-elect Steve Golsby as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
9	Re-elect Byron Grote as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
10	Re-elect Dave Lewis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
11	Re-elect Mikael Olsson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant cor	ncerns have be	een identified.						
12	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant cor	ncerns have be	een identified.						
13	Re-elect Simon Patterson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant cor	ncerns have be	een identified.						
14	Re-elect Alison Platt as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant col	ncerns have be	een identified.						
15	Re-elect Lindsey Pownall as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant col	ncerns have be	een identified.						
16	Re-elect Alan Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						



Location(s): All Locations
Institution Account(s): RTRF

## **Tesco Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
17	Reappoint Deloitte LLP as Aud	itors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Board to Fix Remund Auditors	eration of	Mgmt	Yes	For	For		For	For	No	No	No
19	Approve Deferred Bonus Plan		Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions i	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
21	Authorise Issue of Equity with	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
22	Authorise Issue of Equity with Rights in Connection with an A Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions i	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
23	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
24	Approve Scrip Dividend		Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call Meeting with Two Weeks' Noti		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		arussell	06/06/2019	arussell	06/06/2019		29,300,000		29,300,000
								Total Shares	:	29,300,000		29,300,000

#### **Meeting Results**

 $\textbf{Outstanding Shares Voted:}\ 9,793,496,561$ 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	7,157,608,276	100.0%	961,015	0.0%	29,963,930	N/A	Poll	F+A

#### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

Item Voting Dissident Dissent For % Against % Abstain % Result Base Summary Mgmt Proposal Proposal Rec Level For Against Abstain Type 2 Υ 2.8% 6,989,347,846 97.2% Pass No For 197,645,037 2.8% 1.540.339 N/A Poll F+A 3 Υ Pass No For 0.0% 7,186,506,198 100.0% 1,589,681 0.0% 479,952 N/A Poll F+A Υ 0.2% 99.8% 15,552,972 Pass For 7,171,394,471 0.2% 1,628,388 N/A Poll F+A No Υ 5 Pass No For 5.3% 6,809,057,773 94.7% 378,081,541 5.3% 1,436,274 N/A Poll F+A Υ 0.3% 7,163,253,774 99.7% 23,835,228 0.3% 1,486,830 Poll 6 Pass No For N/A F+A 7 Υ For 0.4% 7,159,978,241 27,181,856 Poll Pass No 99.6% 0.4% 1,415,735 N/A F+A 8 Υ Pass No For 0.3% 7,168,352,469 99.7% 18,776,292 0.3% 1,447,071 N/A Poll F+A Υ For 9 3.0% 6,974,031,980 97.0% 213,135,220 3.0% 1,408,177 Poll Pass No N/A F+A 10 Υ No For 0.1% 7,182,876,319 99.9% 4,455,417 0.1% 1,244,096 N/A Poll F+A Pass Υ For 0.1% 7,181,326,187 99.9% 5,856,201 0.1% 1,394,569 N/A Poll F+A 11 Pass No 12 Υ Pass No For 0.2% 7,173,010,223 99.8% 14,100,138 0.2% 1,466,596 N/A Poll F+A Υ 13 Pass No For 0.3% 7,168,516,811 99.7% 18,644,603 0.3% 1,415,543 N/A Poll F+A 14 Υ Pass No For 0.9% 7,124,197,391 99.1% 62,925,844 0.9% 1,453,721 N/A Poll F+A 15 Υ Pass No For 0.1% 7,182,847,966 99.9% 4,333,387 0.1% 1,395,526 N/A Poll F+A Υ For 0.3% 7,163,847,042 99.7% 23,282,913 1,447,002 Poll 16 Pass No 0.3% N/A F+A 17 2.7% 6,991,977,661 97.3% 195,304,076 2.7% 1,295,218 N/A Poll Pass No For F+A Υ 7.073.216.455 114,277,645 1.082.855 18 Pass No For 1.6% 98.4% 1.6% N/A Poll F+A 19 Υ Pass No For 0.7% 7,133,951,327 99.3% 52,028,755 0.7% 2,596,874 N/A Poll F+A Υ 6.6% 6,711,169,987 93.4% 475,950,267 Poll 20 Pass No For 6.6% 1,456,702 N/A F+A 21 Υ Pass No For 1.5% 7,075,568,250 98.5% 111,038,406 1.5% 1,970,221 N/A Poll F+A 22 Υ Pass No For 5.2% 6,812,558,154 94.8% 374,059,988 5.2% 1,958,735 N/A Poll F+A 23 Υ Pass No For 1.5% 7,078,331,517 98.5% 107,181,500 1.5% 3,063,938 N/A Poll F+A 24 Υ No For 1.8% 7,059,180,746 98.2% 128,242,876 1.8% 1,153,334 N/A Poll F+A Pass Υ 25 Pass No For 4.7% 6,816,326,533 95.3% 339,350,420 4.7% 32,900,003 N/A Poll F+A 26 No 5.7% 6,748,345,067 94.3% 408,090,959 5.7% 32,140,930 N/A Poll F+A



Location(s): All Locations Institution Account(s): RTRF

## **Sony Corp.**

Meeting Date: 06/18/2019

Country: Japan

Primary Security ID: J76379106

**Meeting ID:** 1339785

**Record Date:** 03/31/2019

Meeting Type: Annual

Ticker: 6758

Primary SEDOL: 6821506

Proxy Level: N/A

Primary CUSIP: J76379106

Primary ISIN: JP3435000009

Earliest Cutoff Date: 06/16/2019

**Shares Voted:** 1,040,500 Voting Policy: ISS

Votable Shares: 1,040,500

\*Shares on Loan: 0 **Additional Policy:** 

Shares Instructed: 1,040,500

Total Ballots: 1

		roung roncy: 133					Additionali	•				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Yoshida, Kenichir	0	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Totoki, Hiroki		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Sumi, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Tim Schaaff		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Matsunaga, Kazuo		Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Miyata, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director John V. Roos	Mgmt	Yes	For	For		For	For	No	No	No	
1.8	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Minakawa, Kunihi	to	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Oka, Toshiko		Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Wendy Becker		Mgmt	Yes	For	For		For	For	No	No	No
1.13	Elect Director Hatanaka, Yoshih	iko	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
Institutional Account Detail (IA Name, IA Number)		Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RTRF, RTRF		392078	Confirmed		arussell	06/07/2019	arussell	06/07/2019		1,040,500		1,040,500
								Total Shares	======= Si:	1,040,500		1,040,500

### **Meeting Results**

Outstanding Shares Voted: 12,487,756

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	9,259,059	97.0%	212,327	N/A	3,141	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	9,429,469	99.0%	43,516	N/A	1,547	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.3	Y	Pass	No	For	N/A	9,433,420	99.0%	39,569	N/A	1,541	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	9,436,113	99.0%	36,884	N/A	1,535	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	9,432,894	99.0%	40,083	N/A	1,553	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	9,301,595	97.0%	171,388	N/A	1,546	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	9,437,399	99.0%	35,584	N/A	1,548	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	9,437,647	99.0%	35,370	N/A	1,514	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	9,442,616	99.0%	30,358	N/A	1,558	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	9,414,485	99.0%	58,579	N/A	1,464	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	9,442,732	99.0%	30,318	N/A	1,482	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	9,444,845	99.0%	28,273	N/A	1,414	N/A	Poll	F+A+AB
1.13	Υ	Pass	No	For	N/A	9,443,419	99.0%	29,553	N/A	1,559	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	8,150,369	85.0%	1,313,943	N/A	11,623	N/A	Poll	F+A+AB

### **Whitbread Plc**

Meeting Date: 06/19/2019 Record Date: 06/17/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID Ticker: WTB	: G9606P197	Meeting ID: 1295632
Primary CUSIP: G9606P197	Primary ISIN: GB00B1KJJ408	Primary SEDOL: B1KJJ4	0	Proxy Level: N/A
Earliest Cutoff Date: 06/13/2019	Shares Voted: 272,000	Votable Shares: 272,000	*Shares on Loan: 0	Shares Instructed: 272,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Frank Fiskers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.										
5	Re-elect David Atkins as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.										

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

## **Whitbread Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Alison Brittain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	o significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran										
7	Re-elect Nicholas Cadbury as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.										
	Blended Rationale: A vote FOR these Directors is warran										
8	Re-elect Adam Crozier as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we										
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
9	Re-elect Richard Gillingwater as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.										
10	Re-elect Chris Kennedy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.										
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
11	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
12	Re-elect Louise Smalley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
13	Re-elect Susan Martin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
14	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

## **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR thes recommended limits.	e resolutions i	is warranted bed	cause the p	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these res recommended limits.	olutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity without Pre-e Rights	mptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR thes recommended limits.	e resolutions i	is warranted bed	cause the p	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these res recommended limits.	olutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
19	Authorise Issue of Equity without Pre-e Rights in Connection with an Acquisition Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR thes recommended limits.	e resolutions i	is warranted bed	cause the p	proposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resrecommended limits.	olutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
20	Authorise Market Purchase of Ordinary	Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call General Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail Custo e, IA Number) Accou	dian Int Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF 39207	8	Confirmed		arussell	06/10/2019	arussell	06/10/2019		272,000		272,000
								Total Share	s:	272,000		272,000

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	97,379,137	100.0%	6,064	0.0%	1,140,163	N/A	Poll	F+A
2	Υ	Pass	No	For	3.0%	94,570,584	97.0%	2,958,424	3.0%	996,373	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	98,150,423	99.7%	320,508	0.3%	52,192	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	98,191,303	99.8%	218,149	0.2%	113,671	N/A	Poll	F+A
5	Υ	Pass	No	For	1.0%	97,399,810	99.0%	1,010,946	1.0%	112,367	N/A	Poll	F+A
6	Υ	Pass	No	For	1.0%	97,437,305	99.0%	979,020	1.0%	106,798	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): RTRF

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
7	Υ	Pass	No	For	1.1%	97,343,049	98.9%	1,072,654	1.1%	107,259	N/A	Poll	F+A
8	Υ	Pass	No	For	1.1%	97,372,274	98.9%	1,042,325	1.1%	108,363	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	97,733,044	99.3%	676,889	0.7%	113,029	N/A	Poll	F+A
10	Υ	Pass	No	For	1.2%	97,235,095	98.8%	1,175,870	1.2%	111,997	N/A	Poll	F+A
11	Υ	Pass	No	For	1.7%	95,911,507	98.3%	1,706,192	1.7%	905,263	N/A	Poll	F+A
12	Υ	Pass	No	For	1.0%	97,400,301	99.0%	1,011,835	1.0%	110,826	N/A	Poll	F+A
13	Υ	Pass	No	For	0.6%	97,854,618	99.4%	559,255	0.6%	109,089	N/A	Poll	F+A
14	Υ	Pass	No	For	2.8%	95,673,136	97.2%	2,789,763	2.8%	59,589	N/A	Poll	F+A
15	Υ	Pass	No	For	1.4%	97,090,563	98.6%	1,372,270	1.4%	59,655	N/A	Poll	F+A
16	Υ	Pass	No	For	2.8%	95,647,204	97.2%	2,737,463	2.8%	137,822	N/A	Poll	F+A
17	Y	Pass	No	For	3.1%	95,457,570	96.9%	3,003,058	3.1%	61,758	N/A	Poll	F+A
18	Y	Pass	No	For	2.0%	96,411,431	98.0%	1,971,310	2.0%	77,210	N/A	Poll	F+A
19	Υ	Pass	No	For	3.7%	94,608,116	96.3%	3,655,533	3.7%	77,110	N/A	Poll	F+A
20	Υ	Pass	No	For	1.0%	97,279,264	99.0%	994,732	1.0%	68,403	N/A	Poll	F+A
21	Υ	Pass	No	For	4.1%	94,225,664	95.9%	4,054,666	4.1%	60,430	N/A	Poll	F+A

#### **Whitbread Plc**

 Meeting Date: 06/19/2019
 Country: United Kingdom
 Primary Security ID: G9606P197
 Meeting ID: 1333380

 Record Date: 06/17/2019
 Meeting Type: Special
 Ticker: WTB

 Primary CUSIP:
 G9606P197
 Primary ISIN:
 GB00B1KJJ408
 Primary SEDOL:
 B1KJJ40
 Proxy Level:
 N/A

Earliest Cutoff Date: 06/13/2019 Shares Voted: 272,000 Votable Shares: 272,000 \*Shares on Loan: 0 Shares Instructed: 272,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Share Consolidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is	warranted as	no significai	nt issues of co	ncern have bee	n identified.					
	Blended Rationale: A vote FOR these resolutions is warr	anted as no si	ignificant iss	ues of concern	have been ide	ntified.					
3	Amend Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): RTRF

### **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Against Policy	Against ISS
4	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
	etails nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	:	Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	06/10/2019	arussell	06/10/2019		272,000		272,000
								Total Shares	-	272,000		272,000

#### **Meeting Results**

Outstanding Shares Voted: 173,873,641

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.8%	97,059,841	98.2%	1,814,010	1.8%	80,625	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	98,659,674	99.8%	233,908	0.2%	60,894	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	98,596,439	99.8%	232,745	0.2%	125,292	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	98,697,988	99.9%	132,174	0.1%	123,984	N/A	Poll	F+A

## Dai-ichi Life Holdings, Inc.

Meeting Date: 06/21/2019 **Record Date:** 03/31/2019

Country: Japan Meeting Type: Annual Primary Security ID: J09748112

Primary SEDOL: B601QS4

Meeting ID: 1338594

**Primary CUSIP:** 309748112

Ticker: 8750

Proxy Level: N/A

Earliest Cutoff Date: 06/19/2019

Primary ISIN: JP3476480003 **Shares Voted:** 1,634,700

Votable Shares: 1,634,700

\*Shares on Loan: 0

Shares Instructed: 1,634,700

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

							•				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, With a Final Dividend of JPY 58	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Watanabe, Koichiro	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Inagaki, Seiji	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Tsuyuki, Shigeo	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Tsutsumi, Satoru	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Ishii, Kazuma	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Taketomi, Masao	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# Dai-ichi Life Holdings, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.7	Elect Director Teramoto, Hideo		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director George Olcott		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Maeda, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Inoue, Yuriko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail ;, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	06/12/2019	arussell	06/12/2019		1,634,700		1,634,700
								Total Shares:	-	1,634,700	_	1,634,700

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	8,840,146	99.3%	36,660	N/A	1,165	N/A	Poll	F+A+AB
2.1	Y	Pass	No	For	N/A	7,683,851	86.3%	1,190,741	N/A	7,537	N/A	Poll	F+A+AB
2.2	Y	Pass	No	For	N/A	7,761,411	87.1%	1,113,175	N/A	7,537	N/A	Poll	F+A+AB
2.3	Y	Pass	No	For	N/A	7,747,829	87.0%	1,126,764	N/A	7,537	N/A	Poll	F+A+AB
2.4	Y	Pass	No	For	N/A	7,751,011	87.0%	1,123,582	N/A	7,537	N/A	Poll	F+A+AB
2.5	Y	Pass	No	For	N/A	7,748,340	87.0%	1,126,253	N/A	7,537	N/A	Poll	F+A+AB
2.6	Y	Pass	No	For	N/A	7,751,481	87.0%	1,123,112	N/A	7,537	N/A	Poll	F+A+AB
2.7	Y	Pass	No	For	N/A	7,751,281	87.0%	1,123,312	N/A	7,537	N/A	Poll	F+A+AB
2.8	Y	Pass	No	For	N/A	7,833,736	88.0%	1,046,878	N/A	1,517	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	7,840,507	88.0%	1,040,107	N/A	1,517	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	7,840,596	88.0%	1,040,018	N/A	1,517	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	7,735,144	86.8%	1,145,470	N/A	1,517	N/A	Poll	F+A+AB



Location(s): All Locations Institution Account(s): RTRF

## **ORIX Corp.**

Meeting Date: 06/21/2019

Earliest Cutoff Date: 06/19/2019

Country: Japan

Primary Security ID: J61933123

Meeting ID: 1342164

**Record Date:** 03/31/2019

Meeting Type: Annual

Ticker: 8591

Primary SEDOL: 6661144

Proxy Level: N/A

Primary CUSIP: J61933123

Primary ISIN: JP3200450009 **Shares Voted:** 2,011,300

Votable Shares: 2,011,300

\*Shares on Loan: 0

Shares Instructed: 2,011,300

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

rotal Ball	ots: 1	voting Policy: 155					Additional Po	iicy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Inoue, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Nishigori, Yuichi		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Stan Koyanagi		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Irie, Shuji		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Taniguchi, Shoji		Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Matsuzaki, Satoru		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Tsujiyama, Eiko		Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Usui, Nobuaki		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Yasuda, Ryuji		Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Takenaka, Heizo		Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Michael Cusumano	0	Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	able Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		arussell	06/12/2019	arussell	06/12/2019		2,011,300		2,011,300
								Total Shares	:	2,011,300		2,011,300

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	9,905,945	96.3%	365,766	N/A	5,068	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	10,097,369	98.1%	75,205	N/A	104,207	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	10,096,537	98.1%	76,037	N/A	104,207	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	10,096,893	98.1%	75,681	N/A	104,207	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.5	Y	Pass	No	For	N/A	10,097,420	98.1%	75,154	N/A	104,207	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	10,097,298	98.1%	75,276	N/A	104,207	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	10,193,271	99.1%	78,445	N/A	5,068	N/A	Poll	F+A+AB
1.8	Y	Pass	No	For	N/A	10,169,983	98.8%	101,731	N/A	5,068	N/A	Poll	F+A+AB
1.9	Y	Pass	No	For	N/A	10,197,095	99.1%	74,620	N/A	5,068	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	10,235,125	99.5%	36,590	N/A	5,068	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	10,243,258	99.6%	28,457	N/A	5,068	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	10,243,657	99.6%	28,058	N/A	5,068	N/A	Poll	F+A+AB

## **BANDAI NAMCO Holdings Inc.**

Meeting Date: 06/24/2019	Country: Japan	Primary Security ID: Y0606D102	Meeting ID: 1340491

**Record Date:** 03/31/2019 **Meeting Type:** Annual **Ticker:** 7832

Primary CUSIP: Y0606D102 Primary ISIN: JP3778630008 Primary SEDOL: B0JDQD4 Proxy Level: N/A

Earliest Cutoff Date: 06/21/2019 Shares Voted: 720,100 Votable Shares: 720,100 \*Shares on Loan: 0 Shares Instructed: 720,100

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 127	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Taguchi, Mitsuaki	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Otsu, Shuji	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Asako, Yuji	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Kawaguchi, Masaru	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Miyakawa, Yasuo	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Hagiwara, Hitoshi	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawashiro, Kazumi	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Asanuma, Makoto	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsuda, Yuzuru	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuwabara, Satoko	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Noma, Mikiharu	Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kawana, Koichi	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# **BANDAI NAMCO Holdings Inc.**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)			Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	RF, RTRF 392078 Confirmed		arussell	06/03/2019	arussell	06/03/2019	720,100	720,100
						Total Shares:	720,100	720,100

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	1,848,498	97.7%	279	N/A	1,886	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	1,827,366	96.9%	21,582	N/A	1,886	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	1,834,104	96.9%	12,576	N/A	4,156	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	1,834,185	96.9%	12,495	N/A	4,156	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	1,834,139	96.9%	12,541	N/A	4,156	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	1,834,198	96.9%	12,482	N/A	4,156	N/A	Poll	F+A+AB
2.6	Y	Pass	No	For	N/A	1,834,209	96.9%	12,471	N/A	4,156	N/A	Poll	F+A+AB
2.7	Y	Pass	No	For	N/A	1,834,191	96.9%	12,489	N/A	4,156	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	1,832,678	96.9%	14,002	N/A	4,156	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	1,848,372	97.7%	580	N/A	1,886	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	1,848,433	97.7%	519	N/A	1,886	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	1,848,415	97.7%	537	N/A	1,886	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	1,847,420	97.6%	1,532	N/A	1,886	N/A	Poll	F+A+AB

# **Tokio Marine Holdings, Inc.**

Meeting Date: 06/24/2019	Country: Japan	Primary Security ID: J86298106	<b>Meeting ID:</b> 1339806
Record Date: 03/31/2019	Meeting Type: Annual	Ticker: 8766	
Primary CUSIP: 386298106	<b>Primary ISIN:</b> JP3910660004	Primary SEDOL: 6513126	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): RTRF

# **Tokio Marine Holdings, Inc.**

Earliest Cutoff Date: 06/20/2019 Shares Voted: 411,200 Votable Shares: 411,200 \*Shares on Loan: 0 Shares Instructed: 411,200
Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal lumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, wi Dividend of JPY 90	th a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Nagano, Tsuyoshi		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Okada, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Yuasa, Takayuki		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Fujita, Hirokazu		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Komiya, Satoru		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Mimura, Akio		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Egawa, Masako		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Mitachi, Takashi		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Endo, Nobuhiro		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Hirose, Shinichi		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Harashima, Akira		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Okada, Kenji		Mgmt	Yes	For	For		For	For	No	No	No
3.1	Appoint Statutory Auditor Ito, Tal	kashi	Mgmt	Yes	For	For		For	For	No	No	No
3.2	Appoint Statutory Auditor Horii, A	Akinari	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Cash Compensation Ceil Discount Stock Option Plan for Di	•	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	06/12/2019	arussell	06/12/2019		411,200		411,200
								Total Shares	:	411,200		411,200

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	5,865,638	99.7%	1,274	N/A	18,428	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	5,738,563	97.5%	123,245	N/A	23,533	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

	`	-											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.2	Y	Pass	No	For	N/A	5,790,937	98.4%	47,276	N/A	47,128	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	5,791,053	98.4%	47,159	N/A	47,128	N/A	Poll	F+A+AE
2.4	Υ	Pass	No	For	N/A	5,791,036	98.4%	47,176	N/A	47,128	N/A	Poll	F+A+AE
2.5	Y	Pass	No	For	N/A	5,816,808	98.8%	44,997	N/A	23,533	N/A	Poll	F+A+AE
2.6	Υ	Pass	No	For	N/A	5,817,308	98.8%	4,959	N/A	18,435	N/A	Poll	F+A+AE
2.7	Y	Pass	No	For	N/A	5,856,896	99.5%	10,011	N/A	18,435	N/A	Poll	F+A+AE
2.8	Y	Pass	No	For	N/A	5,841,897	99.3%	25,009	N/A	18,435	N/A	Poll	F+A+AE
2.9	Υ	Pass	No	For	N/A	5,856,426	99.5%	10,481	N/A	18,435	N/A	Poll	F+A+AE
2.10	Y	Pass	No	For	N/A	5,791,077	98.4%	47,135	N/A	47,128	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	5,791,074	98.4%	47,138	N/A	47,128	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	5,790,750	98.4%	47,462	N/A	47,128	N/A	Poll	F+A+AE
3.1	Υ	Pass	No	For	N/A	5,801,714	98.6%	41,585	N/A	42,030	N/A	Poll	F+A+AE
3.2	Y	Pass	No	For	N/A	5,863,899	99.6%	2,999	N/A	18,435	N/A	Poll	F+A+AE
4	Y	Pass	No	For	N/A	4,439,122	75.4%	1,427,687	N/A	18,515	N/A	Poll	F+A+AE

# **DuPont de Nemours, Inc.**

Meeting Date: 06/25/2019 Record Date: 04/26/2019	Country: USA Meeting Type: Annual		Primary Security ID: Ticker: DD	26614N102	<b>Meeting ID:</b> 1333412
Primary CUSIP: 26614N102	Primary ISIN: US26614N1028		Primary SEDOL: BK0VN4	7	Proxy Level: 3
Earliest Cutoff Date: 06/24/2019	<b>Shares Voted:</b> 1,500,500	Votable Shares:	1,500,500	*Shares on Loan: 0	Shares Instructed: 1,500,500
Total Ballots: 1	Voting Policy: ISS			Additional Policy:	

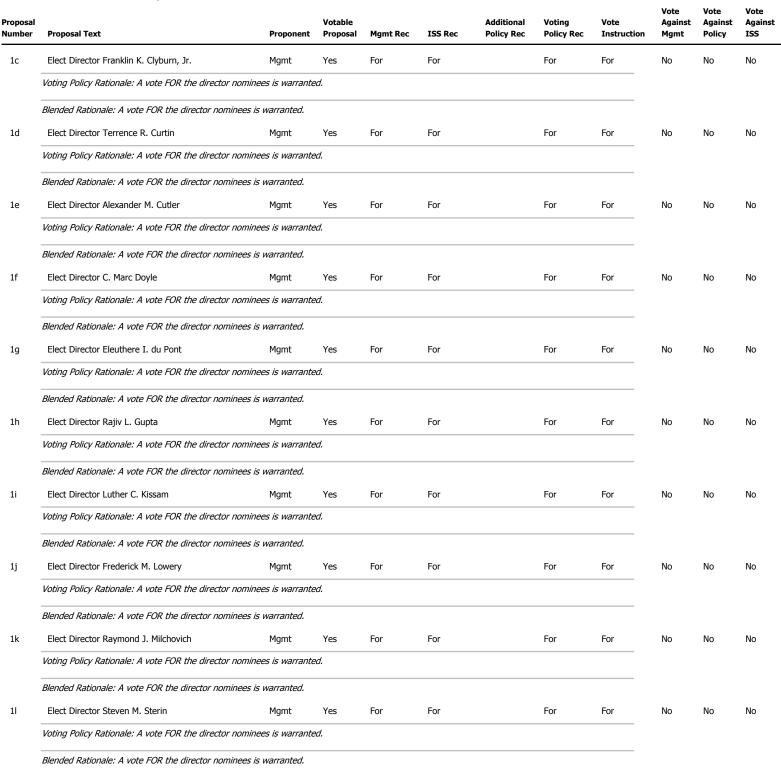
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Edward D. Breen	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine										
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1b	Elect Director Ruby R. Chandy	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): RTRF

#### **DuPont de Nemours, Inc.**



<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

# **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Advisory Vote to Ratify Named Officers' Compensation	Executive	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers	LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Writter	Consent	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote I shareholder rights.	FOR this proposal is wa	arranted given t	that the abili	ity to act by w	ritten consent v	vould enhance	1				
	Blended Rationale: A vote FOR a shareholder rights.	this proposal is warran	ted given that t	the ability to	act by writter	consent would	l enhance					
5	Report on Pay Disparity		SH	Yes	Against	Against		Against	Against	No	No	No
6	Report on Public Health Risks of Petrochemical Operations in Fl Areas		SH	Yes	Against	Against		Against	Against	No	No	No
7	Report on Efforts to Reduce Plane	astic Pellet	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
RTRF, RTR	RF	000392078	Confirmed		arussell	06/19/2019	arussell	06/19/2019		1,500,500		1,500,500
								Total Shares	-	1,500,500		1,500,500

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.3%	1,603,106,529	98.7%	21,507,272	1.3%	8,730,464	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.7%	1,612,423,930	99.3%	12,154,227	0.7%	8,766,108	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.8%	1,610,693,486	99.2%	13,193,327	0.8%	9,457,452	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.8%	1,610,972,823	99.2%	12,941,888	0.8%	9,429,554	N/A	Proxy	F+A
1e	Υ	Pass	No	For	4.1%	1,556,918,624	95.9%	66,728,838	4.1%	9,696,803	N/A	Proxy	F+A
1f	Υ	Pass	No	For	0.8%	1,611,963,043	99.2%	12,332,121	0.8%	9,049,101	N/A	Proxy	F+A
1g	Υ	Pass	No	For	0.9%	1,610,451,592	99.1%	14,141,161	0.9%	8,751,512	N/A	Proxy	F+A
1h	Υ	Pass	No	For	1.0%	1,608,066,058	99.0%	16,126,332	1.0%	9,151,875	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.9%	1,609,714,155	99.1%	14,111,154	0.9%	9,518,956	N/A	Proxy	F+A
1j	Υ	Pass	No	For	0.7%	1,612,590,366	99.3%	11,311,517	0.7%	9,442,382	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1k	Y	Pass	No	For	0.9%	1,609,929,545	99.1%	13,906,740	0.9%	9,507,980	N/A	Proxy	F+A
11	Υ	Pass	No	For	0.7%	1,612,202,304	99.3%	11,684,839	0.7%	9,457,122	N/A	Proxy	F+A
2	Υ	Pass	No	For	6.4%	1,516,982,899	93.6%	104,407,571	6.4%	11,953,795	N/A	Proxy	F+A
3	Υ	Pass	No	For	2.4%	1,919,305,131	97.6%	37,373,345	1.9%	9,854,830	0.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	47.2%	763,669,891	47.2%	855,346,093	52.8%	14,328,281	N/A	Proxy	F+A
5	Y	Fail	No	Against	6.7%	107,623,637	6.7%	1,500,295,826	93.3%	25,424,802	N/A	Proxy	F+A
6	Υ	Fail	No	Against	7.0%	111,903,594	7.0%	1,487,688,889	93.0%	33,751,782	N/A	Proxy	F+A
7	Y	Fail	No	Against	6.7%	107,773,350	6.7%	1,491,783,148	93.3%	33,787,767	N/A	Proxy	F+A

### Mitsubishi Electric Corp.

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J43873116
 Meeting ID: 1340547

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 6503

 Primary CUSIP: J43873116
 Primary ISIN: JP3902400005
 Primary SEDOL: 6597045
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 3,274,600 Votable Shares: 3,274,600 \*Shares on Loan: 0 Shares Instructed: 3,274,600

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Sakuyama, Masaki	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Sugiyama, Takeshi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Okuma, Nobuyuki	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Matsuyama, Akihiro	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Sagawa, Masahiko	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Harada, Shinji	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Kawagoishi, Tadashi	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Yabunaka, Mitoji	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Obayashi, Hiroshi	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Watanabe, Kazunori	Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Koide, Hiroko	Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Oyamada, Takashi	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.



Location(s): All Locations
Institution Account(s): RTRF

# Mitsubishi Electric Corp.

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	arussell	06/10/2019	arussell	06/10/2019	3,274,600	3,274,600
						Total Shares:	3,274,600	3,274,600

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	17,506,881	95.8%	530,654	N/A	12,079	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,778,914	97.3%	258,622	N/A	12,079	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	17,771,015	97.3%	266,521	N/A	12,079	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	16,969,733	92.9%	1,064,703	N/A	15,167	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	17,485,393	95.7%	552,135	N/A	12,079	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	16,973,290	92.9%	1,064,234	N/A	12,079	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	17,486,942	95.7%	550,586	N/A	12,079	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	17,913,476	98.1%	134,178	N/A	1,962	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	17,880,464	97.9%	164,102	N/A	5,050	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	17,937,645	98.2%	110,009	N/A	1,962	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	17,937,882	98.2%	109,772	N/A	1,962	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	14,668,462	80.3%	3,379,180	N/A	1,962	N/A	Poll	F+A+AB

# Mitsubishi UFJ Financial Group, Inc.

Approve Allocation of Income, with a Final

Dividend of JPY 11

Meeting Date: 06/27/2019 Record Date: 03/31/2019	Country: Japan Meeting Type: Annual		Primary Ticker: 8	Security ID:	J44497105		Meet	ting ID: 13	342161	
<b>Primary CUSIP:</b> J44497105	<b>Primary ISIN:</b> JP3902900004		Primary S	<b>EDOL:</b> 6335171	1		Proxy	<b>/ Level:</b> N/	4	
Earliest Cutoff Date: 06/25/2019	Shares Voted: 11,847,200	Votable Shares	s: 11,847,200	)	*Shares on Lo	<b>an:</b> 0	Share	s Instructe	e <b>d:</b> 11,847,20	00
Total Ballots: 1	Voting Policy: ISS				Additional Pol	icy:				
Proposal Number Proposal Text	Proponent	Votable Proposal Mo	gmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS

Mgmt

For

For

For

No

No

No

For



Location(s): All Locations
Institution Account(s): RTRF

# Mitsubishi UFJ Financial Group, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1	Elect Director Fujii, Mariko		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Kato, Kaoru		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Matsuyama, Haruk	a	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Toby S. Myerson		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nomoto, Hirofumi		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2.6	Elect Director Okuda, Tsutomu		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Tarisa Watanagase	2	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Yamate, Akira		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuroda, Tadashi	·		Yes	For	For		For	For	No	No	No
2.11	Elect Director Okamoto, Junichi		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Hirano, Nobuyuki		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Ikegaya, Mikio		Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Araki, Saburo		Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Mike, Kanetsugu		Mgmt	Yes	For	For		For	For	No	No	No
2.16	Elect Director Kamezawa, Hirono	ri	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
RTRF, RTR	F	392078	Confirmed		rpestana	06/14/2019	rpestana	06/14/2019		11,847,200		11,847,200
								Total Shares	:	11,847,200		11,847,200

#### **Meeting Results**

Outstanding Shares Voted: 129,431,095 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	99,160,011	97.7%	421,905	N/A	33,385	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	98,522,399	97.1%	1,069,871	N/A	23,033	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	98,509,192	97.1%	1,085,279	N/A	20,830	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	98,004,527	96.6%	1,589,966	N/A	20,809	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	98,498,248	97.1%	1,096,284	N/A	20,772	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.5	Y	Pass	No	For	N/A	94,464,496	93.1%	5,129,937	N/A	20,862	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	96,232,568	94.9%	3,361,868	N/A	20,866	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	98,468,157	97.1%	1,126,261	N/A	20,883	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	98,505,376	97.1%	1,089,065	N/A	20,862	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	98,476,543	97.1%	1,117,898	N/A	20,860	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	95,712,835	94.3%	3,881,592	N/A	20,862	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	95,712,239	94.3%	3,882,152	N/A	20,898	N/A	Poll	F+A+AB
2.12	Υ	Pass	No	For	N/A	96,420,509	95.0%	3,173,949	N/A	20,842	N/A	Poll	F+A+AB
2.13	Υ	Pass	No	For	N/A	96,324,657	94.9%	3,269,722	N/A	20,923	N/A	Poll	F+A+AB
2.14	Υ	Pass	No	For	N/A	96,306,244	94.9%	3,288,134	N/A	20,923	N/A	Poll	F+A+AB
2.15	Υ	Pass	No	For	N/A	92,028,460	90.7%	7,565,980	N/A	20,849	N/A	Poll	F+A+AB
2.16	Υ	Pass	No	For	N/A	98,173,470	96.8%	1,418,693	N/A	23,139	N/A	Poll	F+A+AB

## **Sumitomo Mitsui Financial Group, Inc.**

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J7771X109
 Meeting ID: 1343086

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8316

 Primary CUSIP: 37771X109
 Primary ISIN: 3P3890350006
 Primary SEDOL: 6563024
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 1,803,100 Votable Shares: 1,803,100 \*Shares on Loan: 0 Shares Instructed: 1,803,100

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, with a Final Dividend of JPY 95	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Kunibe, Takeshi	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Ota, Jun	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Takashima, Makoto	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Nagata, Haruyuki	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nakashima, Toru	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Inoue, Atsuhiko	Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Mikami, Toru	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Kubo, Tetsuya	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsumoto, Masayuki	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# **Sumitomo Mitsui Financial Group, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.10	Elect Director Arthur M. Mitchell		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Yamazaki, Shozo		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kono, Masaharu		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Tsutsui, Yoshinobu	ı	Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Shimbo, Katsuyoshi		Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ble Shares	5	Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	06/20/2019	arussell	06/20/2019		1,803,100		1,803,100
					_			Total Shares:		1,803,100		1,803,100

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	
1	Υ	Pass	No	For	N/A	10,729,199	98.9%	53,574	N/A	6,784	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	10,178,887	93.7%	607,793	N/A	12,603	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	10,045,984	92.5%	740,699	N/A	12,598	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	10,645,162	98.0%	141,534	N/A	12,598	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	10,644,331	98.0%	142,360	N/A	12,602	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	10,614,505	97.7%	172,188	N/A	12,600	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	10,330,294	95.1%	456,392	N/A	12,598	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	10,333,356	95.1%	453,320	N/A	12,608	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	10,593,937	97.5%	192,758	N/A	12,598	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	10,670,403	98.2%	122,141	N/A	6,753	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	10,724,516	98.7%	68,039	N/A	6,745	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	10,737,113	98.9%	55,436	N/A	6,749	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	10,722,517	98.7%	70,023	N/A	6,760	N/A	Poll	F+A+AB
2.13	Y	Pass	No	For	N/A	10,549,401	97.1%	243,143	N/A	6,753	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.14	Y	Pass	No	For	N/A	10,737,678	98.9%	54,868	N/A	6,752	N/A	Poll	F+A+AB
2.15	Υ	Pass	No	For	N/A	10,713,205	98.6%	79,347	N/A	6,748	N/A	Poll	F+A+AB

# **John Keells Holdings Plc**

**Outstanding Shares Voted:** 

Voting

Proposal

Summary

Dissident

Proposal

Mgmt

Rec

Item

#

_	eting Date: 06/28/2019 Country: Sri l ord Date: Meeting Type					ry Security ID: JKH.N0000	: Y44558149		ı	Meeting ID: 1	319075	
rimary C	<b>CUSIP:</b> Y44558149	Primary ISIN: LK00	92N00003		Primary	y <b>SEDOL:</b> 647553	8		F	Proxy Level: N/	A	
arliest Co	utoff Date: 06/24/2019	Shares Voted: 11,15 Voting Policy: ISS	4,285	Votable S	Shares: 11,154,2	285	*Shares on Additional P		S	hares Instructe	e <b>d:</b> 11,154,2	285
roposal lumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1	Reelect J. G. A. Cooray as Dir	ector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote and the company's board and o		arranted given t	the absence	of any known	issues concern	ing the nomin	ees				
	Blended Rationale: A vote FOR the company's board and comm		ted given the a	bsence of a	ny known issu	es concerning ti	he nominees a	end				
2	Reelect S. S. H. Wijayasuriya	as Director	Mgmt	Yes	For	For		For	For	No	No	No
	oting Policy Rationale: A vote FOR all nominees is wand the company's board and committee dynamics.		arranted given t	the absence	e of any known	issues concern	ing the nomin	ees				
	Blended Rationale: A vote FOR the company's board and comm		ted given the a	bsence of a	ny known issu	es concerning ti	he nominees a	end				
3	Reelect R. Coomaraswamy as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	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.											
	Blended Rationale: A vote FOR the company's board and comm		ted given the a	bsence of a	ny known issu	es concerning ti	he nominees a	nd				
4	Approve Ernst and Young as Authorize Board to Fix their R		Mgmt	Yes	For	For		For	For	No	No	No
	Petails											
Ballot D		Custodian			Instructor	Date	Approver	Date		Votable Shares		Ch 1/-1-1
Institutio	onal Account Detail e, IA Number)	Account Number	Ballot Sta	tus	Name	Instructed	Name	Approved		Votable Shares		Shares Voted
Institutio	e, IA Number)	Account Number 392078	Ballot Sta  Confirmed	tus	<b>Name</b> arussell	06/17/2019	arussell	06/17/2019		11,154,285		11,154,285

Dissent

Level

Results Available: Not Disclosed

For

%

For

Against

Against

Abstain

Result

Type

Abstain

Base



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **John Keells Holdings Plc**

Meeting Date: 06/28/2019 Record Date:	Country: Sri Lanka  Meeting Type: Special	Primary Securi Ticker: JKH.N00	i <b>ty ID:</b> Y44558149 000	<b>Meeting ID:</b> 1348065	
Primary CUSIP: Y44558149	Primary ISIN: LK0092N00003	Primary SEDOL:	6475538	Proxy Level: N/A	
Earliest Cutoff Date: 06/24/2019	Shares Voted: 11,154,285	Votable Shares: 11,154,285	*Shares on Loan: 0	Shares Instructed: 11,154,285	

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Employee Share Option	Scheme	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	hares Voted
RTRF, RTR	RF	392078	Confirmed		arussell	06/24/2019	arussell	06/24/2019		11,154,285		11,154,285
								Total Shares	1	1,154,285		11,154,285

#### **Meeting Results**

Item Voting Summary Dissident Mgmt Dissent For % Against % Abstain % Result Ba # Proposal Proposal Rec Level For Against Abstain Type	Outstan	ding Shares \	Voted:		Result	s Available: Part	ial				
	Item #		Summary	-		For		Against	Abstain		Base

N/A

N/A

N/A

N/A

N/A

Poll

F+A+AB

N/A

# **Weiss Korea Opportunity Fund Ltd.**

Meeting Date: 07/25/2019 Record Date: 07/23/2019	Country: Guernsey Meeting Type: Annual	Primary Security ID: G9519V109 Ticker: WKOF	<b>Meeting ID:</b> 1331682
Primary CUSIP: G9519V109	Primary ISIN: GG00B933LL68	Primary SEDOL: B933LL6	Proxy Level: N/A

N/A



No

No

No

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### Weiss Korea Opportunity Fund Ltd.

Earliest Cutoff Date: 07/19/2019 Shares Voted: 3,529,325 Votable Shares: 3,529,325 \*Shares on Loan: 0 Shares Instructed: 3,529,325

Total Ballots: 1 Voting Policy: ISS Additional Policy:

									Vote	Vote	Vote
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify KPMG Channel Islands Limited as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Norman Crighton as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because: \*Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is: \*Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.

Blended Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because:\* Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is:\* Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.

6 Re-elect Robert King as Director Mgmt Yes For For For For

Voting Policy Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because: \*Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is: \*Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.

Blended Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because:\* Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is:\* Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.



3,529,325

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

# **Weiss Korea Opportunity Fund Ltd.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Re-elect Stephen Coe as D	irector	Mgmt	Yes	For	For		For	For	No	No	No
		nareholders because:* Ap publicly listed companies, The main reason for sup, aking this into account, a	art from their ro which could pote port is:* Their of degree of flexibi	les at the Co entially com utside roles lity is consid	ompany, Norm promise their a are all at inves dered appropria	an Crighton an ability to comm stment trusts a	nd Robert King nit sufficient tim and have less					
	onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.  Blended Rationale: Items 5 and 6A vote FOR the re-election of Norman Crighton and Robert King is warranted, although it is not without concern for shareholders because: * Apart from their roles at the Company, Norman Crighton and Robert King have various roles at other publicly listed companies, which could potentially compromise their ability to commit sufficient time to their role in the Company. The main reason for support is: * Their outside roles are all at investment trusts and have less onerous time constraints. Taking this into account, a degree of flexibility is considered appropriate. Item 7A vote FOR the re-election of Stephen Coe is warranted because no significant concerns have been identified.											
8	Authorise Market Purchase	of Ordinary Shares	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vor recommended limit of no mo				The proposed a	mount exceeds	s the					
	Blended Rationale: A vote A limit of no more than 15 per			use:* The pu	roposed amoui	nt exceeds the	recommended					
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	V	otable Shares		Shares Voted
RTRF, RTF	RF	Confirmed		arussell	07/16/2019	arussell	07/16/2019		3,529,325		3,529,325	

#### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

**Total Shares:** 



Location(s): All Locations
Institution Account(s): RTRF

### **CT Holdings Plc**

Meeting Date: 07/29/2019 Country: Sri Lanka Primary Security ID: Y1287J103 Meeting ID: 1351504 Ticker: CTHR.N0000 Record Date: Meeting Type: Annual Primary CUSIP: Y1287J103 Primary ISIN: LK0041N00000 Primary SEDOL: 6185202 Proxy Level: N/A Earliest Cutoff Date: 07/23/2019 Shares Voted: 4,730,000 Votable Shares: 4,730,000 \*Shares on Loan: 0 Shares Instructed: 4,730,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Proposal Votable Additional Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec Policy Rec **Policy Rec** Instruction Mgmt Policy ISS Accept Financial Statements and Statutory 1 Mgmt Yes For For For For No Nο Nο Reports Approve Dividend Mgmt Yes For For For For No No No 3.a Reelect C. K. Muttukumaru as Director Mgmt Yes For For For No No No Voting Policy Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees. Blended Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees. 3.b Reelect A. Aravindakumar as Director Mgmt Yes For Against Against Against Yes No No Voting Policy Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees. Blended Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees. 3.c Reelect A. D. B. Talwatte as Director Mamt Yes For For For For Nο Nο Nο Voting Policy Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees. Blended Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees. 3.d Reelect J. B. L. De Silva as Director Mgmt Yes For For For For No No No Voting Policy Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees.

Blended Rationale: A vote AGAINST A. Aravinda Page (Item 3.b) is warranted because he attended less than 75 percent of board meetings over the most recent fiscal year, without a satisfactory explanation. A vote FOR all other nominees is warranted given the absence of any known issues concerning the nominees.



Location(s): All Locations
Institution Account(s): RTRF

# **CT Holdings Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposa		ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
3.e	Reelect A. T. P. Edirisinghe as I	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote A board meetings over the most regiven the absence of any known	cent fiscal year, witho	out a satisfactor									
	Blended Rationale: A vote AGAII board meetings over the most re given the absence of any known	cent fiscal year, witho	out a satisfactor				•	ed				
3.f	Reelect Sunil Mendis as Directo	r	Mgmt	Yes	For	For		For	For	No	No	No
	board meetings over the most regiven the absence of any known  Blended Rationale: A vote AGAII board meetings over the most regiven the absence of any known	nominees. (Item 3.b) is wa out a satisfactor	arranted b	ecause he atten	ded less than 7	75 percent of						
4	Approve Charitable Donations		Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote A donation.	GAINST this resolution	n is warranted g	given the I	lack of further in	formation on ti	he proposed					
	Blended Rationale: A vote AGAII	IST this resolution is w	varranted given	the lack of	of further inform	ation on the pr	oposed donation	on.				
5	Authorize Board to Fix Remune Auditors	ration of	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
RTRF, RTF	RF	392078	Confirmed		arussell	07/22/2019	arussell	07/22/2019		4,730,000		4,730,000
							Total Share	s:	4,730,000		4,730,000	

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.c	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.d	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3.e	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.f	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **McKesson Corporation**

Country: USA Primary Security ID: 58155Q103 **Meeting ID:** 1348867 Meeting Date: 07/31/2019 Record Date: 06/04/2019 Meeting Type: Annual Ticker: MCK Primary CUSIP: 58155Q103 Primary ISIN: US58155Q1031 Primary SEDOL: 2378534 Proxy Level: 3 Earliest Cutoff Date: 07/30/2019 Shares Voted: 183,500 Votable Shares: 183,500 \*Shares on Loan: 0 Shares Instructed: 183,500 Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Dominic J. Caruso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director N. Anthony Coles	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director M. Christine Jacobs	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Donald R. Knauss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Marie L. Knowles	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Bradley E. Lerman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	ees is warrante	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): RTRF

# **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.7	Elect Director Edward A. Mueller	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Susan R. Salka	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Brian S. Tyler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Kenneth E. Washington	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this proposal is benefits in connection with his retirement. In addition, I based on a contractually obligated individual performan- unchanged from the prior year when financial performan payouts for other NEOs were earned above target when	dammergren's ce multiplier re nce was lower	annual ince elated to his . Further, fo	ntive payout w retirement, re. or a second con	ras increased by sulting in a pay secutive year, a	y 33 percent Yout that was Annual incentive	<u>a</u>				
	Blended Rationale: A vote AGAINST this proposal is war benefits in connection with his retirement. In addition, I based on a contractually obligated individual performant unchanged from the prior year when financial performal payouts for other NEOs were earned above target when	dammergren's ce multiplier re nce was lower	annual ince elated to his . Further, fo	ntive payout w retirement, re. or a second con	ras increased by sulting in a pay secutive year, a	y 33 percent Yout that was annual incentive	e.				
4	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this resolution is wa practices and policies, such as its trade association mem- benefit shareholders in assessing its management of rela	berships and		-		-					
	Blended Rationale: A vote FOR this resolution is warrant and policies, such as its trade association memberships shareholders in assessing its management of related risk	and payments					5				
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is wan special meetings.	ranted as it we	ould further	enhance the e.	xisting shareho	lder right to cal	//				
	Blended Rationale: A vote FOR this proposal is warrante special meetings.	d as it would	further enha	nnce the existin	ng shareholder i	right to call					



Location(s): All Locations
Institution Account(s): RTRF

# **McKesson Corporation**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	000392078	Confirmed	arussell	07/24/2019	arussell	07/24/2019	183,500	183,500
						Total Shares:	183,500	183,500

#### **Meeting Results**

Outstanding Shares Voted: 186,377,093

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	0.4%	150,328,181	99.6%	664,725	0.4%	453,829	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	15.1%	128,160,810	84.9%	22,835,254	15.1%	450,672	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	6.4%	141,274,161	93.6%	9,736,587	6.4%	435,986	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.7%	149,994,925	99.3%	995,857	0.7%	455,949	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	6.8%	140,784,484	93.2%	10,238,484	6.8%	423,769	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	11.4%	133,735,983	88.6%	17,250,081	11.4%	460,670	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	13.1%	131,196,367	86.9%	19,803,011	13.1%	447,355	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	11.6%	133,430,340	88.4%	17,579,622	11.6%	436,772	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	0.6%	150,162,153	99.4%	847,588	0.6%	436,996	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.4%	150,390,774	99.6%	593,109	0.4%	462,853	N/A	Proxy	F+A
2	Υ	Pass	No	For	5.3%	157,959,216	94.7%	8,255,084	5.0%	549,635	0.3%	Proxy	F+A+AB
3	Υ	Fail	No	For	59.6%	61,120,284	40.4%	89,828,106	59.3%	498,322	0.3%	Proxy	F+A+AE
4	Υ	Fail	No	Against	46.2%	68,799,661	45.4%	81,404,262	53.8%	1,242,785	0.8%	Proxy	F+A+AE
5	Υ	Fail	No	Against	41.3%	62,120,524	41.0%	88,874,669	58.7%	451,064	0.3%	Proxy	F+A+AE

# **Castings PLC**

Meeting Date: 08/22/2019 Record Date: 08/20/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID: G19432106 Ticker: CGS	<b>Meeting ID:</b> 1349276
Primary CUSIP: G19432106	<b>Primary ISIN:</b> GB0001795680	Primary SEDOL: 0179568	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): RTRF

# **Castings PLC**

Earliest C	utoff Date: 08/16/2019	Shares Voted: 1,323,24	10	Votable Sh	nares: 1,323,240	)	*Shares on Loa	n: 0	Share	es Instructe	ed: 1,323,24	0
Total Ball	ots: 1	Voting Policy: ISS					Additional Poli	cy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements an	nd Statutory	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend		Mgmt	Yes	For	For		For	For	No	No	No
3	Re-elect Brian Cooke as Direct	or	Mgmt	Yes	For	Abstain		Abstain	For	No	Yes	Yes
	Voting Policy Rationale: Item 3/independence issues have been composition of these Committee this resolution is warranted for against and who do not recogniand Andrew Eastgate is warranted Blended Rationale: Item 3An Alissues have been identified and Committees does not adhere to warranted for those shareholde.	identified and he currentes does not adhere to UK those shareholders in ma se an abstention as a val ted because no significant ISTENTION on the re-ele the currently sits on the A UK best practice recommers in markets who have a	tly sits on the c best practice arkets who ha lid option.Iten at concerns ha ection of Brian Audit and Ren mendations fo. a fiduciary res,	Audit and Ferecomment ve a fiduciar ns 4 & 5A vo ve been ide Cooke is we nuneration ( r a company ponsibility to	Remuneration of a control of the con	Committees, an ompany of this v to vote either ection/re-electionsee:* Potential in the composition vote FOR this in favour or again	nd the size.A vote FOR in favour or on of Alec Jones independence tion of these resolution is inst and who do					
	not recognise an abstention as a Eastgate is warranted because i	•			re-election of .	Alec Jones and	Andrew					
4	Re-elect Alec Jones as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3A independence issues have been composition of these Committee this resolution is warranted for against and who do not recogniand Andrew Eastgate is warranted.	identified and he curren es does not adhere to UK those shareholders in ma ise an abstention as a val	tly sits on the C best practice arkets who ha lid option.Iten	P Audit and F P recomment Ve a fiducian MS 4 & 5A vo	Remuneration ( dations for a co ry responsibilit) ote FOR the elo	Committees, and company of this to vote either	nd the size.A vote FOR in favour or					
	Blended Rationale: Item 3An Ab issues have been identified and Committees does not adhere to warranted for those shareholde not recognise an abstention as a Eastgate is warranted because i	he currently sits on the A UK best practice recomm rs in markets who have a a valid option.Items 4 & A	Audit and Ren mendations fo a fiduciary res 5A vote FOR t	nuneration ( r a company ponsibility to the election/	Committees, ai of this size.A o vote either in	nd the composit vote FOR this r n favour or agai	tion of these resolution is inst and who do					
5	Elect Andrew Eastgate as Dire	ctor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 34 independence issues have been composition of these Committee this resolution is warranted for against and who do not recogniand Andrew Eastgate is warranted Blended Rationale: Item 3An Alissues have been identified and Committees does not adhere to	identified and he currentes does not adhere to UK those shareholders in masse an abstention as a valued because no significant SISTENTION on the re-electure the currently sits on the AUK best practice recomm	tly sits on the C best practice arkets who ha lid option. Iten at concerns ha ection of Brian Audit and Ren mendations fo	e Audit and Ferecomment ve a fiduciar ms 4 & 5A vo ave been ide Cooke is wo muneration ( r a company	Remuneration of dations for a control of the electric of the e	Committees, an ompany of this v to vote either ection/re-electionsee:* Potential in the composition vote FOR this in the composition of the composition of the composition of the for this invote FOR this involute FOR this involut	nd the size.A vote FOR in favour or on of Alec Jones independence tion of these resolution is					
	warranted for those shareholder not recognise an abstention as a Eastgate is warranted because it	a valid option.Items 4 & .	5A vote FOR i	the election/		_						
6	Approve Remuneration Report		Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

# **Castings PLC**

	90 : =0											
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Reappoint PricewaterhouseCoope Auditors and Authorise Their Ren		Mgmt	Yes	For	For		For	For	No	No	No
8	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 8A verthe following reason:* The duration the Company has historically sough limits. Item 9A vote FOR this resolution.	on of the proposal is for ht renewal of the autho	r longer than ority each yea	18 months, ar and the p	contrary to rec proposed amou	commended lin nt is within rec	nits.However, ommended					
	Blended Rationale: Item 8A vote F following reason:* The duration of Company has historically sought re limits. Item 9A vote FOR this resolu limits.	f the proposal is for long enewal of the authority	ger than 18 r each year ar	months, con	ntrary to recom osed amount is	mended limits within recomn	However, the nended					
9	Authorise Issue of Equity without Rights	t Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 8A verthe following reason:* The duration the Company has historically sough limits. Item 9A vote FOR this resolution limits.	on of the proposal is for ht renewal of the autho	r longer than ority each yea	18 months, ar and the p	contrary to rec proposed amou	commended lin nt is within rec	nits.However, ommended					
	Blended Rationale: Item 8A vote F following reason:* The duration of Company has historically sought re limits.Item 9A vote FOR this resolu limits.	f the proposal is for long enewal of the authority	ger than 18 i each year ar	months, con	ntrary to recom osed amount is	mended limits within recomn	However, the nended					
10	Authorise Market Purchase of Oro	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	able Shares	:	Shares Voted
RTRF, RTR	RF	392078	Confirmed		rpestana	08/13/2019	rpestana	08/13/2019		1,323,240		1,323,240

#### **Meeting Results**

Outstanding Shares Voted: 43,632,068

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	31,302,392	100.0%	300	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.0%	31,302,692	100.0%	0	0.0%	0	N/A	Show of hands	F+A
3	Υ	Pass	No	For	4.4%	26,756,993	95.6%	1,244,898	4.4%	3,300,801	N/A	Show of hands	F+A
4	Υ	Pass	No	For	3.8%	30,109,887	96.2%	1,176,968	3.8%	15,837	N/A	Show of hands	F+A

Total Shares:

1,323,240

1,323,240



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Υ	Pass	No	For	0.0%	31,296,126	100.0%	4,356	0.0%	2,210	N/A	Show of hands	F+A
6	Υ	Pass	No	For	0.0%	31,291,371	100.0%	10,721	0.0%	600	N/A	Show of hands	F+A
7	Y	Pass	No	For	0.0%	31,289,172	100.0%	12,465	0.0%	1,055	N/A	Show of hands	F+A
8	Y	Pass	No	For	0.0%	31,300,137	100.0%	1,500	0.0%	1,055	N/A	Show of hands	F+A
9	Y	Pass	No	For	0.0%	31,298,407	100.0%	1,505	0.0%	2,780	N/A	Show of hands	F+A
10	Υ	Pass	No	For	0.1%	31,283,123	99.9%	19,569	0.1%	0	N/A	Show of	F+A

### **Dixons Carphone Plc**

Re-elect Alex Baldock as Director

Meeting Date: 09/05/2019 Record Date: 09/03/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID Ticker: DC	: G2903R107	Meeting ID: 1348583
Primary CUSIP: G2903R107	Primary ISIN: GB00B4Y7R145	Primary SEDOL: B4Y7R	14	Proxy Level: N/A
Earliest Cutoff Date: 08/30/2019 Total Ballots: 1	Shares Voted: 9,692,000 Voting Policy: ISS	Votable Shares: 9,692,000	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 9,692,000

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST the remuneration report is warranted: \* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years — despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and \* Bonus payout levels are not considered to be in line with the Company's overall performance.

Blended Rationale: A vote AGAINST the remuneration report is warranted:\* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years – despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.

	Voting Policy Rationale: A vote FOR these candidates is  Blended Rationale: A vote FOR these candidates is wan							_		
5	Elect Eileen Burbidge as Director	Mgmt	Yes	For	For	For	For	No —	No	No
4	Approve Final Dividend	Mgmt	Yes	For	For	For	For	No	No	No
3	Approve Remuneration Policy	Mgmt	Yes	For	For	For	For	No	No	No

For

For

For

For

No

No

No

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

Mgmt

Yes

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

# **Dixons Carphone Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Re-elect Tony DeNunzio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidate	es is warranted as	no significar	nt concerns ha	ve been identif	ĩed.					
	Blended Rationale: A vote FOR these candidates is	warranted as no si	ignificant cor	ncerns have b	een identified.						
8	Re-elect Andrea Gisle Joosen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidate	es is warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	warranted as no si	ignificant cor	ncerns have b	een identified.						
9	Re-elect Lord Livingston of Parkhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidate	es is warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	warranted as no si	ignificant cor	ncerns have b	een identified.						
10	Re-elect Jonny Mason as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidate	es is warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	warranted as no si	ignificant col	ncerns have b	een identified.						
11	Re-elect Fiona McBain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidate	es is warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	warranted as no si	ignificant col	ncerns have b	een identified.						
12	Re-elect Gerry Murphy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidate	es is warranted as	no significar	nt concerns ha	ve been identif	îed.					
	Blended Rationale: A vote FOR these candidates is	warranted as no si	ignificant col	ncerns have b	een identified.						
13	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Colleague Shareholder Scheme	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Share Incentive Plan	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolution within recommended limits.	ns is considered wa	arranted as i	the proposed a	amounts and de	urations are					
	Blended Rationale: A vote FOR these resolutions is	considered warran	ted as the p	roposed amou	ınts and duratio	ons are within					



Location(s): All Locations
Institution Account(s): RTRF

# **Dixons Carphone Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Authorise Issue of Equity without Rights	t Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC within recommended limits.	OR these resolutions i	s considered w	arranted as	the proposed a	amounts and di	urations are					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is cor	sidered warran	nted as the p	proposed amou	nts and duratio	ons are within					
20	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call G Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
RTRF, RTR	F	392078	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		9,692,000		9,692,000
								Total Shares:		9,692,000		9,692,000

#### **Meeting Results**

Outstanding Shares Voted: 1,162,360,001

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	964,149,291	100.0%	129,414	0.0%	935,686	N/A	Poll	F+A
2	Υ	Pass	No	For	23.5%	738,083,754	76.5%	226,263,505	23.5%	867,132	N/A	Poll	F+A
3	Υ	Pass	No	For	10.7%	831,610,451	89.3%	100,031,252	10.7%	33,572,688	N/A	Poll	F+A
4	Υ	Pass	No	For	0.5%	960,566,776	99.5%	4,643,402	0.5%	4,213	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	965,101,427	100.0%	81,320	0.0%	31,641	N/A	Poll	F+A
6	Υ	Pass	No	For	0.2%	963,353,376	99.8%	1,832,481	0.2%	28,531	N/A	Poll	F+A
7	Υ	Pass	No	For	2.5%	940,418,094	97.5%	23,894,565	2.5%	901,729	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	949,240,761	98.3%	15,941,102	1.7%	32,525	N/A	Poll	F+A
9	Υ	Pass	No	For	3.2%	933,871,949	96.8%	31,312,432	3.2%	30,007	N/A	Poll	F+A
10	Υ	Pass	No	For	0.3%	962,449,205	99.7%	2,736,844	0.3%	28,339	N/A	Poll	F+A
11	Y	Pass	No	For	0.3%	962,173,509	99.7%	2,915,952	0.3%	124,927	N/A	Poll	F+A
12	Y	Pass	No	For	3.2%	934,368,653	96.8%	30,815,795	3.2%	29,943	N/A	Poll	F+A
13	Υ	Pass	No	For	0.8%	929,722,046	99.2%	7,523,435	0.8%	27,968,910	N/A	Poll	F+A
14	Υ	Pass	No	For	0.1%	964,302,295	99.9%	898,544	0.1%	13,549	N/A	Poll	F+A

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
15	Υ	Pass	No	For	7.4%	857,710,889	92.6%	68,512,964	7.4%	38,990,538	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	964,856,895	100.0%	315,736	0.0%	41,757	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	964,659,312	99.9%	517,138	0.1%	37,938	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	965,010,811	100.0%	175,238	0.0%	28,342	N/A	Poll	F+A
19	Υ	Pass	No	For	0.0%	964,998,580	100.0%	172,329	0.0%	43,479	N/A	Poll	F+A
20	Υ	Pass	No	For	2.9%	936,813,988	97.1%	28,136,396	2.9%	264,004	N/A	Poll	F+A
21	Υ	Pass	No	For	1.4%	951,324,537	98.6%	13,884,975	1.4%	4,876	N/A	Poll	F+A

## **Ryanair Holdings Plc**

Meeting Date: 09/19/2019Country: IrelandPrimary Security ID: G7727C186Meeting ID: 1359890

Record Date: 09/17/2019 Meeting Type: Annual Ticker: RY4C

Primary CUSIP: G7727C186 Primary ISIN: IE00BYTBXV33 Primary SEDOL: BYTBXV3 Proxy Level: N/A

Earliest Cutoff Date: 09/13/2019 Shares Voted: 2,445,000 Votable Shares: 2,445,000 \*Shares on Loan: 0 Shares Instructed: 2,445,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST the remuneration report is warranted:\* The full Board was granted share options of significant value during the year under review and no compelling explanation is provided to justify quantum; and\* There is scope for better disclosure on annual bonus targets and outcomes appear slightly mis-aligned with wider Company performance.

Blended Rationale: A vote AGAINST the remuneration report is warranted:\* The full Board was granted share options of significant value during the year under review and no compelling explanation is provided to justify quantum; and\* There is scope for better disclosure on annual bonus targets and outcomes appear slightly mis-aligned with wider Company performance.



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3a	Re-elect David Bonderman as Director	Mamt	Yes	For	Against		Against	Ahstain	Yes	Yes	Yes	_

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options, As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are: \* The removal of these directors at this time will be disruptive to the overall composition of the Board; \* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3gA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies, Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice. \* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board:\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because:\* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3gA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted: \* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3b	Re-elect Roisin Brennan as Director	Mamt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options, As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are: \* The removal of these directors at this time will be disruptive to the overall composition of the Board;\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3gA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Blended Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted: \* Aside from serving as Board Chair of Ryanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies, Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:\* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options. As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice. \* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:\* The removal of these directors at this time will be disruptive to the overall composition of the Board:\* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because:\* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3gA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted: \* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3c	Re-elect Michael Cawley as Director	Mamt	Yes	For	Against		Against	Against	Yes	No	No	_

Voting Policy Rationale: Item 3aA vote AGAINST the re-election of David Bonderman is warranted:\* Aside from serving as Board Chair of Rvanair, David Bonderman is also Chair at one other listed company and NED at two other listed companies. Overall, these outside directorships at other listed companies represent a significant number of total commitments.\* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate governance practices, and the Board and key Committees continue to lack sufficient independent representation.\* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary. While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 3b, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Emer Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns: \* During the year under review, Roisin Brennan, Emer Daly and Michael O'Brien were granted share options, As a result, they are no longer classified as independent NEDs by ISS. As such, their membership on the Board cause non-compliance with the provisions of best practice.\* Roisin Brennan and Emer Daly are also members of the Audit Committee, and Dick Miliken is the Chair of the Audit Committee, which should be wholly independent; \* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are: \* The removal of these directors at this time will be disruptive to the overall composition of the Board; \* With regard to Louise Phelan's attendance, there is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3cA vote AGAINST the re-election of Michael Cawley is warranted because: \* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and\* The composition of the Nomination Committee continues to lack sufficient independent representation. Item 3fA vote AGAINST the re-election of Kyran McLaughlin is warranted because: \* Kyran McLaughlin has served concurrently with CEO Michael O'Leary for 18 years and is identified to be one of the directors who have deep-rooted links with the CEO. While it is noted that Kyran McLaughlin is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM.\* He is a non-independent SID of a board which lacks sufficient independent representation. Item 3gA vote AGAINST the re-election of Howard Millar is warranted because: \* Howard Millar is the Chair of the Remuneration Committee and is considered responsible for the Company's remuneration arrangements which are not considered in line with best practice.\* Howard Miller is considered to have deep-rooted links with Group CEO Michael O'Leary, having served previously as Director of Finance, Financial Controller, Deputy CEO and CFO.\* The composition of the Remuneration Committee continues to lack sufficient independent representation. Items 3e and 3kA vote AGAINST the re-election of Stan McCarthy and Julie O'Neill is warranted:\* Both NEDs are members of the Remuneration Committee and are therefore considered equally responsible for the Company's remuneration arrangements which are not considered in line with best practice. Item 3jA vote FOR the re-election of Michael O'Leary is warranted as no significant concerns have been identified.



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3d	Re-elect Emer Daly as Director	Mgmt	Yes	For	For	-	For	For	No	No	No	



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote	
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against	
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS	



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3e	Re-elect Stan McCarthy as Director	Mamt	Yes	For	Against		Against	Against	Yes	No	No	



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

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Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3f	Re-elect Kyran McLaughlin as Director	Mamt	Yes	For	Against		Against	Against	Yes	No	No	



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3a	Re-elect Howard Millar as Director	Mamt	Yes	For	Against		Against	Against	Yes	No	No	_



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3h	Re-elect Dick Milliken as Director	Mgmt	Yes	For	For		For	For	No	No	No	



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
	Re-elect Michael O'Brien as Director	Mamt	Yes	For	For		For	For	No	No	No	



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number				Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3i	Re-elect Michael O'Leary as Director	Mamt	Yes	For	For		For	For	No	No	No	



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	•			Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3k	Re-elect Julie O'Neill as Director	Mamt	Yes	For	Against		Against	Against	Yes	No	No	_



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

									vote	vote	vote
Proposal			Votable			Additional	Voting	Vote	Against	Against	Against
Number	Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number	•			Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
31	Re-elect Louise Phelan as Director	Mamt	Yes	For	For		For	For	Nο	No	No	_



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): RTRF

duration are within recommended limits. Authorise Market Purchase and/or Overseas

Market Purchase of Ordinary Shares

## **Ryanair Holdings Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	these outside directorships at other listed companies represent a significant number of total commitments.* Further, in line with his role as Chair, he is considered to be ultimately responsible for the Company's corporate practices, and the Board and key Committees continue to lack sufficient independent representation.* Additionally, he has been identified as one of the directors who have deep-rooted links with CEO Michael O' Leary, While it is noted that David Bonderman is due to step down in the summer of 2020 and will not seek re-election at the September 2020 AGM, concerns remain with regards to his re-appointment at this AGM. Items 36, 3d, 3h, 3i and 3lA vote FOR the re-election of Roisin Brennan, Erner Daly, Dick Milliken, Michael O'Brien and Louise Phelan is warranted, although it is not without concerns:* During the year under review, Roisin Brennan, Erner Daly are also members of the Board cause non-compilance with the provisions of best practice.* Roisin Brennan and Erner Daly are also members of the Audit Committee, and Dick Milliken is the Chair of the Audit Committee, which should be majority independent.* Non-independent NED Louise Phelan is a member of the Nomination Committee, which should be majority independent. Additionally, Louise Phelan failed to attend at least 75% of the Board and key Committees she was eligible to attend during the year. The main reasons for support are:* The removal of these directors at this time will be disruptive to the overall composition of the Board;* With regard to Louise Phelan's attendance, three is no evidence of a longer-term attendance issue at this time. Her attendance will be reviewed at the next AGM. Item 3c4 vote AGAINST the re-election of Michael Cawley is warranted because:* He serves as Chair of the Nomination Committee and is considered to have deep-rooted links with Group CEO Michael O'Leary, having previously served as Deputy CEO and COO of the Company; and "The composition of the Romination Committee continues to lack sufficient independent repr										
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Authorise Issue of Equity	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: Item 5A vote AGAINST this recommended limits of 33 percent of issued share amount and duration are within recommended limit Blended Rationale: Item 5A vote AGAINST this resultinits of 33 percent of issued share capital. Item 6A duration are within recommended limits.	capital.Item 6A vo its. olution is warrante	te FOR this i	resolution is w	varranted becau d amount excee	ise the proposed eds recommende					
6	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5A vote AGAINST this recommended limits of 33 percent of issued share amount and duration are within recommended limit	capital.Item 6A vo					,				

Yes

Blended Rationale: Item 5A vote AGAINST this resolution is warranted because:\* The proposed amount exceeds recommended limits of 33 percent of issued share capital. Item 6A vote FOR this resolution is warranted because the proposed amount and

Mgmt

For

For

No

No

No

For



Location(s): All Locations
Institution Account(s): RTRF

### **Ryanair Holdings Plc**

Proposal Number			Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Approve Long Term Incentive Plan	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST the proposed Long Term Incentive Plan is warranted:\* Under the terms of the Plan, awards will not be pro-rated by performance for good leavers, which is contrary to best practice. The treatment of awards in the event of a change in control is also not disclosed.\* The vesting level at threshold has not been disclosed.\* The Plan will not observe the internal dilution limit of 5% in 10 years for discretionary schemes expected by institutional investors.

Blended Rationale: A vote AGAINST the proposed Long Term Incentive Plan is warranted:\* Under the terms of the Plan, awards will not be pro-rated by performance for good leavers, which is contrary to best practice. The treatment of awards in the event of a change in control is also not disclosed.\* The vesting level at threshold has not been disclosed.\* The Plan will not observe the internal dilution limit of 5% in 10 years for discretionary schemes expected by institutional investors.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078 Confirmed		arussell	09/10/2019	arussell	09/10/2019	2,445,000	2,445,000
						Total Shares:	2,445,000	2,445,000

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	N/A	99.9%	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	50.5%	N/A	N/A	N/A	N/A	Poll	F+A
3a	Υ	Pass	No	For	N/A	N/A	75.2%	N/A	N/A	N/A	N/A	Poll	F+A
3b	Y	Pass	No	For	N/A	N/A	96.1%	N/A	N/A	N/A	N/A	Poll	F+A
3c	Υ	Pass	No	For	N/A	N/A	78.0%	N/A	N/A	N/A	N/A	Poll	F+A
3d	Y	Pass	No	For	N/A	N/A	96.4%	N/A	N/A	N/A	N/A	Poll	F+A
3e	Y	Pass	No	For	N/A	N/A	81.7%	N/A	N/A	N/A	N/A	Poll	F+A
3f	Υ	Pass	No	For	N/A	N/A	71.1%	N/A	N/A	N/A	N/A	Poll	F+A
3g	Y	Pass	No	For	N/A	N/A	70.0%	N/A	N/A	N/A	N/A	Poll	F+A
3h	Y	Pass	No	For	N/A	N/A	95.9%	N/A	N/A	N/A	N/A	Poll	F+A
3i	Υ	Pass	No	For	N/A	N/A	96.2%	N/A	N/A	N/A	N/A	Poll	F+A
3j	Y	Pass	No	For	N/A	N/A	98.1%	N/A	N/A	N/A	N/A	Poll	F+A
3k	Y	Pass	No	For	N/A	N/A	81.6%	N/A	N/A	N/A	N/A	Poll	F+A
31	Υ	Pass	No	For	N/A	N/A	82.4%	N/A	N/A	N/A	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
4	Y	Pass	No	For	N/A	N/A	98.5%	N/A	N/A	N/A	N/A	Poll	F+A
5	Y	Pass	No	For	N/A	N/A	70.6%	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	98.1%	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	99.2%	N/A	N/A	N/A	N/A	Poll	F+A
8	Y	Pass	No	For	N/A	N/A	78.6%	N/A	N/A	N/A	N/A	Poll	F+A

### **Sophos Group Plc**

Meeting Date: 09/25/2019 Country: United Kingdom Primary Security ID: G8T826102 Meeting ID: 1338199

Record Date: 09/23/2019 Meeting Type: Annual Ticker: SOPH

Primary CUSIP: G8T826102 Primary ISIN: GB00BYZFZ918 Primary SEDOL: BYZFZ91 Proxy Level: N/A

Earliest Cutoff Date: 09/19/2019 Shares Voted: 2,325,000 Votable Shares: 2,325,000 \*Shares on Loan: 0 Shares Instructed: 2,325,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Abstain		Abstain	Against	Yes	Yes	Yes

Voting Policy Rationale: An ABSTENTION on the remuneration policy is considered warranted, given the following concerns:\*
The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards; and\* Directors can receive special one-off payments on a change of control event. Given the reductions in bonus and LTIP opportunity, and inclusion of several best-practice measures, an ABSTAIN vote is considered appropriate. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option.

Blended Rationale: An ABSTENTION on the remuneration policy is considered warranted, given the following concerns:\* The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards; and\* Directors can receive special one-off payments on a change of control event. Given the reductions in bonus and LTIP opportunity, and inclusion of several best-practice measures, an ABSTAIN vote is considered appropriate. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option.

3 Approve Remuneration Report Mgmt Yes For Against Against For No Yes Yes

Voting Policy Rationale: A vote AGAINST this resolution is warranted because:\* The overall remuneration framework is significantly weighted towards shorter term performance;\* The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards, with no underpin in operation for the restricted share element;\* LTIP targets are not disclosed on a prospective basis; and\* Both the bonus plan and PSU element of the LTIP for the year under review utilised billings and EBITDA performance conditions which is likely to result in Directors being rewarded twice for the achievement of the same (short term) performance.

Blended Rationale: A vote AGAINST this resolution is warranted because:\* The overall remuneration framework is significantly weighted towards shorter term performance;\* The LTIP continues to utilise both performance based (PSUs) and non-performance based (RSUs) awards, with no underpin in operation for the restricted share element;\* LTIP targets are not disclosed on a prospective basis; and\* Both the bonus plan and PSU element of the LTIP for the year under review utilised billings and EBITDA performance conditions which is likely to result in Directors being rewarded twice for the achievement of the same (short term) performance.



Location(s): All Locations
Institution Account(s): RTRF

roposal lumber	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Sandra Bergeron as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vo. shareholders because: * He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following share directorships.	te FOR this re: neration Comi ution is warrai	solution is w mittee, and nted as:* Th	varranted, altho there are ongo he Company ha	ough is not witi ing material co as made some i	hout concern fo Incerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is war, the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although here are ong he Company	is not without oing material o has made son	concern for sha concerns over to me material imp	areholders he Company's provements to	) <u>-</u>				
6	Re-elect Nick Bray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution provements to the remuneration policy, following shardirectorships.	te FOR this re: neration Comi ution is warrai	solution is w mittee, and nted as:* Th	varranted, altho there are ongo he Company ha	ough is not witi ing material co as made some i	hout concern fo Incerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although here are ong he Company	is not without noing material o has made son	concern for sha concerns over to me material imp	areholders the Company's provements to	) <u>-</u>				
7	Re-elect Peter Gyenes as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu Company's remuneration practices. Support for the resolu- improvements to the remuneration policy, following shar directorships.	te FOR this re neration Comi ution is warrai	solution is w mittee, and nted as:* Th	varranted, altho there are ongo he Company ha	ough is not witi ing material co as made some i	hout concern fo Incerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is want the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although pere are ong he Company	is not without oing material o has made son	concern for sha concerns over to me material imp	areholders he Company's provements to	<i>-</i>				



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
8	Re-elect Kris Hagerman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dirical identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remul Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shard directorships.	te FOR this re. neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo he Company ha	ough is not wit ing material co as made some	thout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commensation practices. Support for the resolution is want	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made sor	concern for sh concerns over t me material im	nareholders the Company's provements to	-				
9	Re-elect Roy Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified.Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices.Support for the resolution improvements to the remuneration policy, following shart directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo he Company ha	ough is not wit ing material co as made some	thout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made soi	concern for sh concerns over t me material im	nareholders the Company's provements to	-				
10	Re-elect Rick Medlock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Dir identified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remu. Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shart directorships.	te FOR this re. neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo he Company ha	ough is not wit ing material co as made some	thout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Commendation practices. Support for the resolution is want	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made soi	concern for sh concerns over t me material im	nareholders the Company's provements to	-				
11	Re-elect Vin Murria as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5-11A vote FOR these Diridentified. Item 12- Re-elect Paul Walker as DirectorA vot shareholders because:* He serves as Chair of the Remul Company's remuneration practices. Support for the resolution improvements to the remuneration policy, following shall directorships.	te FOR this re neration Comi ution is warra	solution is w mittee, and t nted as:* Th	varranted, althor there are ongo the Company ha	ough is not wit oing material co as made some	thout concern for oncerns over the material					
	Blended Rationale: Items 5-11A vote FOR these Director Re-elect Paul Walker as DirectorA vote FOR this resolution because:* He serves as Chair of the Remuneration Com- remuneration practices. Support for the resolution is wan the remuneration policy, following shareholder feedback	on is warrante mittee, and th ranted as:* Ti	ed, although nere are ongo the Company	is not without oing material o has made soi	concern for sh concerns over t me material im	nareholders the Company's provements to	-				



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
12	Re-elect Paul Walker as Direct	tor	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items : identified. Item 12- Re-elect Pau shareholders because:* He sen Company's remuneration practi improvements to the remunera directorships.	ul Walker as DirectorA v ves as Chair of the Ren ices.Support for the res	vote FOR this re nuneration Comi colution is warra	solution is I mittee, and nted as:* T	varranted, alth there are ong The Company h	nough is not wit oing material co as made some	thout concern f oncerns over th material					
	Blended Rationale: Items 5-114 Re-elect Paul Walker as Director because: * He serves as Chair of remuneration practices. Support the remuneration policy, follow	orA vote FOR this resolu of the Remuneration Co t for the resolution is w	ition is warrante mmittee, and th arranted as:* Ti	ed, although nere are ong the Compan	n is not withou going material y has made so	t concern for sh concerns over t me material im	hareholders the Company's provements to					
13	Reappoint KPMG LLP as Audit	ors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise the Audit and Risk ( Remuneration of Auditors	Committee to Fix	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
17	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the p	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity with Rights in Connection with an A Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the p	roposed amou	nts and duratio	ons are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propo	sed amounts a	nd durations ar	re within					
19	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to Cal Meeting with Two Weeks' Not		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
RTRF, RT	RF	392078	Confirmed		arussell	09/18/2019	arussell	09/18/2019		2,325,000		2,325,000
								Total Shares	:	2,325,000		2,325,000



Location(s): All Locations
Institution Account(s): RTRF

## **Sophos Group Plc**

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	407,182,673	100.0%	35,919	0.0%	254,887	N/A	Poll	F+A
2	Y	Pass	No	For	15.0%	298,467,382	85.0%	52,715,495	15.0%	56,290,602	N/A	Poll	F+A
3	Υ	Pass	No	For	34.7%	263,808,408	65.3%	140,386,313	34.7%	3,278,758	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	407,455,034	100.0%	6,998	0.0%	11,448	N/A	Poll	F+A
5	Υ	Pass	No	For	17.0%	335,531,574	83.0%	68,634,645	17.0%	3,307,260	N/A	Poll	F+A
6	Υ	Pass	No	For	2.7%	396,299,223	97.3%	11,156,179	2.7%	18,078	N/A	Poll	F+A
7	Υ	Pass	No	For	13.5%	344,809,806	86.5%	53,934,162	13.5%	8,729,511	N/A	Poll	F+A
8	Υ	Pass	No	For	2.3%	398,292,400	97.7%	9,179,270	2.3%	1,810	N/A	Poll	F+A
9	Υ	Pass	No	For	4.9%	384,233,650	95.1%	19,922,079	4.9%	3,317,750	N/A	Poll	F+A
10	Υ	Pass	No	For	5.6%	381,335,583	94.4%	22,750,027	5.6%	3,387,869	N/A	Poll	F+A
11	Υ	Pass	No	For	5.6%	381,666,438	94.4%	22,493,743	5.6%	3,313,299	N/A	Poll	F+A
12	Υ	Pass	No	For	14.1%	325,531,595	85.9%	53,384,658	14.1%	28,557,226	N/A	Poll	F+A
13	Υ	Pass	No	For	1.5%	396,132,443	98.5%	5,902,824	1.5%	5,438,212	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	402,036,830	100.0%	1,451	0.0%	5,435,199	N/A	Poll	F+A
15	Υ	Pass	No	For	0.4%	405,931,750	99.6%	1,511,835	0.4%	29,895	N/A	Poll	F+A
16	Υ	Pass	No	For	3.6%	392,649,219	96.4%	14,782,353	3.6%	39,908	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	407,167,352	99.9%	259,815	0.1%	46,313	N/A	Poll	F+A
18	Y	Pass	No	For	2.8%	395,864,967	97.2%	11,558,822	2.8%	49,690	N/A	Poll	F+A
19	Y	Pass	No	For	0.6%	404,664,697	99.4%	2,468,820	0.6%	339,962	N/A	Poll	F+A
20	Y	Pass	No	For	4.4%	389,718,027	95.6%	17,746,481	4.4%	8,972	N/A	Poll	F+A

Meeting Date: 10/17/2019 Record Date: 10/15/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID: G10877127 Ticker: BHP	Meeting ID: 1356796
Primary CUSIP: G10877127	Primary ISIN: GB00BH0P3Z91	Primary SEDOL: BH0P3Z9	Proxy Level: N/A



Shares Instructed: 818,884

Reporting Period: 01/01/2019 to 12/31/2019

Approve Remuneration Report for UK Law

Approve Remuneration Report for Australian

Approve Grant of Awards under the Group's

Incentive Plans to Andrew Mackenzie

Elect Ian Cockerill as Director

Purposes

10

11

Law Purposes

Shares Voted: 818.884

Location(s): All Locations
Institution Account(s): RTRF

### **BHP Group Plc**

Earliest Cutoff Date: 10/11/2019

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional Voting Against Against Against Proposal Vote **Proposal Text** Proposal Instruction ISS Rec **Policy Rec Policy Rec** Number Proponent Mgmt Rec Mgmt Policy ISS Management Proposals Mgmt No Accept Financial Statements and Statutory No Mgmt Yes For For For No No Reports 2 Appoint Ernst & Young LLP as Auditors Mgmt Yes For For For For No No No Authorise the Risk and Audit Committee to Fix 3 Mamt Yes For For For For No No No Remuneration of Auditors Authorise Issue of Equity For For No No No Mamt Yes For For Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Authorise Issue of Equity without Pre-emptive 5 For For For No Mamt Yes For No No Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits Authorise Market Purchase of Ordinary Shares 6 Mamt Yes For For For For No No No Approve Remuneration Policy Mamt Yes For For For For No No No

Votable Shares: 818.884

\*Shares on Loan: 0

Voting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:\* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and\* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:\* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.

Mgmt

Mgmt

Mamt

Mgmt

Yes

Yes

Yes

Yes

For

No

Blended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered warranted although it is not without concern for shareholders on account of:\* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and\* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:\* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
12	Elect Susan Kilsby as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. M. not considered to be so egregious as to warrant withhole	ect Lindsay M for sharehold issues in rec ain reason foi	axstedA vote lers on acco ent years; a support:* T	e FOR the re-e unt of:* He is nd* In addition The concerns a	election of Lind Chair of Westp n to his role at around his role	lsay Maxsted is pac Banking Corp BHP Lindsay	)				
	Blended Rationale: Items 11-16 & 18-20: Elect and re-elect concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehofaced various governance, risk and reputation issues in a chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from	MaxstedA voolders on accor recent years; support:* Th	te FOR the i ount of:* He and* In add ne concerns a	re-election of L is Chair of We lition to his role around his role	Lindsay Maxste estpac Banking e at BHP Linds	ed is considered Corp which has ay Maxsted also					
13	Re-elect Terry Bowen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. M. not considered to be so egregious as to warrant withhole										
	Blended Rationale: Items 11-16 & 18-20: Elect and re-elect concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehofaced various governance, risk and reputation issues in a chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from	MaxstedA voolders on accor recent years; support:* Th	te FOR the i ount of:* He and* In add ne concerns a	re-election of L is Chair of We lition to his role around his role	Lindsay Maxste estpac Banking e at BHP Linds	ed is considered Corp which has ay Maxsted also					
14	Re-elect Malcolm Broomhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. M. not considered to be so egregious as to warrant withhold.  Blended Rationale: Items 11-16 & 18-20: Elect and re-elect concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehed faced various governance, risk and reputation issues in a chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from the support from the support of the	ect Lindsay M for sharehold issues in reca ain reason for ding support if lect Directors MaxstedA vo olders on accorecent years; support:* Th	axstedA vote ders on acco ent years; a support: * i from his re-e A vote FOR t te FOR the i punt of: * He and * In add e concerns a	e FOR the re-e unt of:* He is nd* In additio. The concerns a election at this these Directors re-election of u is Chair of We lition to his role around his role	election of Lind Chair of Westp In to his role at around his role time. S is warranted w Lindsay Maxste estpac Banking e at BHP Linds	Isay Maxsted is pac Banking Corp. BHP Lindsay at Westpac are as no significant is considered Corp which has ay Maxsted also					



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
15	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation. Maxsted also chairs two other public company boards. M. not considered to be so egregious as to warrant withhole.	ect Lindsay M for sharehold issues in rectain reason for	axstedA vote lers on acco ent years; a support:* T	e FOR the re-e unt of:* He is nd* In additio The concerns a	election of Lind Chair of Westp n to his role at around his role	lsay Maxsted is pac Banking Corp BHP Lindsay	,				
	concerns have been identified.Item 17: Re-elect Lindsay warranted although it is not without concern for shareho faced various governance, risk and reputation issues in I										
16	Re-elect Andrew Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation. Maxsted also chairs two other public company boards. M. not considered to be so egregious as to warrant withhole.										
	Blended Rationale: Items 11-16 & 18-20: Elect and re-ei- concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for shareho faced various governance, risk and reputation issues in a chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from										
17	Re-elect Lindsay Maxsted as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11-16 & 18-20: Elect and significant concerns have been identified. Item 17: Re-elect considered warranted although it is not without concern which has faced various governance, risk and reputation Maxsted also chairs two other public company boards. Monot considered to be so egregious as to warrant withhold Blended Rationale: Items 11-16 & 18-20: Elect and re-elect concerns have been identified. Item 17: Re-elect Lindsay warranted although it is not without concern for sharehof faced various governance, risk and reputation issues in the chairs two other public company boards. Main reason for to be so egregious as to warrant withholding support from the support of the content of the support of the sup	ect Lindsay M. for sharehold in issues in recomment ain reason for ding support in lect Directors in MaxstedA vo olders on accomment in support in respond in support	axstedA vote ders on acco ent years; a support: * i from his re-e A vote FOR t te FOR the i punt of: * He and * In add e concerns a	e FOR the re-e unt of:* He is nd* In additio. The concerns a election at this these Directors re-election of u is Chair of We lition to his rola around his rola	election of Lind Chair of Westp In to his role at around his role time. S is warranted w Lindsay Maxste estpac Banking e at BHP Linds	Isay Maxsted is pac Banking Corp. BHP Lindsay at Westpac are as no significant is considered Corp which has ay Maxsted also					



Location(s): All Locations
Institution Account(s): RTRF

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
18	Re-elect John Mogford as Direct	or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 11- significant concerns have been ide considered warranted although it which has faced various governar Maxsted also chairs two other put not considered to be so egregious	entified.Item 17: Re-ele is not without concern ice, risk and reputation blic company boards.Ma	ect Lindsay Ma for sharehold n issues in rect ain reason for	axstedA voto lers on acco ent years; a support:* i	e FOR the re-e unt of:* He is nd* In addition The concerns a	lection of Linds Chair of Westp In to his role at Bround his role	say Maxsted is Pac Banking Corp BHP Lindsay					
	Blended Rationale: Items 11-16 & concerns have been identified. Ite warranted although it is not withofaced various governance, risk an chairs two other public company to be so egregious as to warrant	m 17: Re-elect Lindsay out concern for shareho d reputation issues in r boards.Main reason for	MaxstedA voolders on accor recent years; a support:* Th	te FOR the in ount of:* He and* In add ne concerns i	re-election of L is Chair of We lition to his role around his role	indsay Maxste estpac Banking e at BHP Lindsa	d is considered Corp which has ay Maxsted also					
19	Re-elect Shriti Vadera as Directo	r	Mgmt	Yes	For	For		For	For	No	No	No
	ting Policy Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no inificant concerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is insidered warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corporate has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay in it is not without company boards. Main reason for support:* The concerns around his role at Westpac are it considered to be so egregious as to warrant withholding support from his re-election at this time.  Sended Rationale: Items 11-16 & 18-20: Elect and re-elect DirectorsA vote FOR these Directors is warranted as no significant incerns have been identified. Item 17: Re-elect Lindsay MaxstedA vote FOR the re-election of Lindsay Maxsted is considered interacted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has											
20	Re-elect Ken MacKenzie as Direc	tor	Mgmt	Yes	For	For		For	For	No	No	No
	Re-elect Ken MacKenzie as Director  Mgmt  Yes  For  For  For  For  For  For  For  Fo											
	warranted although it is not without concern for shareholders on account of:* He is Chair of Westpac Banking Corp which has faced various governance, risk and reputation issues in recent years; and* In addition to his role at BHP Lindsay Maxsted also chairs two other public company boards. Main reason for support:* The concerns around his role at Westpac are not considered to be so egregious as to warrant withholding support from his re-election at this time.											
	Shareholder Proposals		Mgmt	No								
21	Amend Constitution of BHP Grou	p Limited	SH	Yes	Against	Against		Against	Against	No	No	No
22	Approve Suspension of Members Industry Associations That Are I Lobbying Inconsistent with the C Paris Agreement	nvolved in	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares	:	Shares Voted



Location(s): All Locations
Institution Account(s): RTRF

# **BHP Group Plc**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)			Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	F 392078 Confirmed		Auto-Instructed	10/15/2019	Auto-Approved	10/15/2019	818,884	818,884
						Total Shares:	818,884	818,884

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.4%	3,113,182,321	99.6%	12,565,307	0.4%	36,059,445	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	3,153,312,644	99.9%	3,061,009	0.1%	5,431,081	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	3,150,595,541	99.8%	5,390,202	0.2%	5,801,538	N/A	Poll	F+A
4	Υ	Pass	No	For	1.8%	3,095,761,004	98.2%	57,296,223	1.8%	8,750,165	N/A	Poll	F+A
5	Υ	Pass	No	For	1.8%	3,095,772,396	98.2%	56,994,023	1.8%	9,039,487	N/A	Poll	F+A
6	Υ	Pass	No	For	0.6%	3,134,981,652	99.4%	20,237,429	0.6%	6,553,647	N/A	Poll	F+A
7	Υ	Pass	No	For	6.5%	2,934,332,039	93.5%	203,907,720	6.5%	23,166,578	N/A	Poll	F+A
8	Υ	Pass	No	For	2.7%	3,054,188,352	97.3%	86,216,379	2.7%	21,012,150	N/A	Poll	F+A
9	Υ	Pass	No	For	3.3%	3,044,797,424	96.7%	105,394,556	3.3%	11,217,511	N/A	Poll	F+A
10	Υ	Pass	No	For	2.5%	3,072,293,401	97.5%	79,330,750	2.5%	10,460,699	N/A	Poll	F+A
11	Υ	Pass	No	For	0.2%	3,149,581,523	99.8%	5,801,867	0.2%	6,433,861	N/A	Poll	F+A
12	Υ	Pass	No	For	1.1%	3,122,110,362	98.9%	33,427,852	1.1%	6,271,454	N/A	Poll	F+A
13	Υ	Pass	No	For	1.0%	3,124,014,076	99.0%	31,257,113	1.0%	6,547,598	N/A	Poll	F+A
14	Υ	Pass	No	For	1.1%	3,027,052,874	98.9%	32,716,019	1.1%	102,047,893	N/A	Poll	F+A
15	Υ	Pass	No	For	1.1%	3,122,452,983	98.9%	33,228,397	1.1%	6,135,407	N/A	Poll	F+A
16	Υ	Pass	No	For	1.0%	3,123,743,399	99.0%	32,305,653	1.0%	5,765,867	N/A	Poll	F+A
17	Υ	Pass	No	For	2.6%	2,980,191,068	97.4%	79,567,527	2.6%	102,057,892	N/A	Poll	F+A
18	Υ	Pass	No	For	1.0%	3,124,165,627	99.0%	31,360,788	1.0%	6,290,372	N/A	Poll	F+A
19	Υ	Pass	No	For	1.2%	3,023,504,331	98.8%	36,352,546	1.2%	101,954,982	N/A	Poll	F+A
20	Υ	Pass	No	For	2.0%	3,092,635,298	98.0%	63,120,017	2.0%	6,063,471	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
21	Υ	Fail	No	Against	15.3%	444,144,845	15.3%	2,455,287,247	84.7%	262,330,577	N/A	Poll	F+A
22	Y	N/A	No	Against	27.1%	820,616,635	27.1%	2,210,659,290	72.9%	130,375,242	N/A	Poll	F+A

### **Oncimmune Holdings Plc**

Meeting Date: 11/29/2019 Country: United Kingdom Primary Security ID: G6750T108 Meeting ID: 1375606

Record Date: 11/27/2019 Meeting Type: Annual Ticker: ONC

 Primary CUSIP: G6750T108
 Primary ISIN: GB00BYQ94H38
 Primary SEDOL: BYQ94H3
 Proxy Level: N/A

Earliest Cutoff Date: 11/25/2019 Shares Voted: 3,334,239 Votable Shares: 3,334,239 \*Shares on Loan: 0 Shares Instructed: 3,334,239

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Reappoint Grant Thornton UK LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Meinhard Schmidt as Director	Mgmt	Yes	For	Abstain		Abstain	For	No	Yes	Yes

Voting Policy Rationale: Item 5An ABSTENTION on the re-election of Meinhard Schmidt is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size. A vote AGAINST this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 6 and 8-11A vote FOR the re-election of Geoffrey Hamilton-Fairley, Richard Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder is warranted because no significant concerns have been identified. Item 7A vote AGAINST the re-election of Tim Bunting is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size.

Blended Rationale: Item 5An ABSTENTION on the re-election of Meinhard Schmidt is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size. A vote AGAINST this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 6 and 8-11A vote FOR the re-election of Geoffrey Hamilton-Fairley, Richard Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder is warranted because no significant concerns have been identified. Item 7A vote AGAINST the re-election of Tim Bunting is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size.



Location(s): All Locations
Institution Account(s): RTRF

### **Oncimmune Holdings Plc**

Re-elect Timothy Bunting as Director

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Geoffrey Hamilton-Fairley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5An ABSTENTION on the reindependence issues have been identified and he current Committee does not adhere to UK best practice recomme warranted for those shareholders in markets who have a not recognise an abstention as a valid option. Items 6 and Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder 7A vote AGAINST the re-election of Tim Bunting is warrand he currently sits on the Remuneration Committee, and practice recommendations for a company of this size.	tly sits on the endations for fiduciary resp d 8-11A vote is warranted in ented because	Remunerati a company o ponsibility to FOR the re-e because no the potential	ion Committee, of this size.A vo vote either in election of Geo. significant cond independence	and the compo ote AGAINST th favour or again ffrey Hamilton- cerns have been issues have been	osition of this his resolution is hist and who do Fairley, Richard n identified.Iter en identified	1				
	Blended Rationale: Item 5An ABSTENTION on the re-ele independence issues have been identified and he current Committee does not adhere to UK best practice recomme warranted for those shareholders in markets who have a not recognise an abstention as a valid option. Items 6 and Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder 7A vote AGAINST the re-election of Tim Bunting is warra and he currently sits on the Remuneration Committee, as practice recommendations for a company of this size.	tly sits on the endations for fiduciary resp d 8-11A vote is warranted ented because	Remunerati a company o ponsibility to FOR the re-e because no the stranger	ion Committee, of this size.A vo vote either in election of Geo significant cond independence	and the compo ote AGAINST th favour or again ffrey Hamilton- cerns have been issues have been	osition of this nis resolution is nst and who do Fairley, Richard n identified.Iten en identified	1				

Voting Policy Rationale: Item 5An ABSTENTION on the re-election of Meinhard Schmidt is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size. A vote AGAINST this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 6 and 8-11A vote FOR the re-election of Geoffrey Hamilton-Fairley, Richard Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder is warranted because no significant concerns have been identified. Item 7A vote AGAINST the re-election of Tim Bunting is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size.

Mgmt

Yes

For

Against

Against

For

No

Yes

Yes

Blended Rationale: Item 5An ABSTENTION on the re-election of Meinhard Schmidt is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size. A vote AGAINST this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 6 and 8-11A vote FOR the re-election of Geoffrey Hamilton-Fairley, Richard Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder is warranted because no significant concerns have been identified. Item 7A vote AGAINST the re-election of Tim Bunting is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

### **Oncimmune Holdings Plc**

Re-elect Andrew Unitt as Director

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Re-elect Richard Sharp as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5An ABSTENTION on the independence issues have been identified and he currer. Committee does not adhere to UK best practice recommers warranted for those shareholders in markets who have not recognise an abstention as a valid option. Items 6 a. Sharp, Andrew Unitt, Julian Hirst and Carsten Schroede 7A vote AGAINST the re-election of Tim Bunting is warrand he currently sits on the Remuneration Committee, practice recommendations for a company of this size.	ntly sits on the mendations for a fiduciary res, nd 8-11A vote r is warranted anted because and the compo	Remuneration a company ponsibility to FOR the re- because no extension of this position of the position of this position of this position of this position of this position of the position of this position of this position of the position of	tion Committee of this size.A v o vote either in election of Gee significant con I independence is Committee d	e, and the com yote AGAINST in favour or aga offrey Hamilto incerns have be e issues have b loes not adher	position of this this resolution is ainst and who do n-Fairley, Richar een identified Ite been identified e to UK best	o rd				
	Blended Rationale: Item 5An ABSTENTION on the re-el independence issues have been identified and he currer. Committee does not adhere to UK best practice recomm. warranted for those shareholders in markets who have not recognise an abstention as a valid option. Items 6 a Sharp, Andrew Unitt, Julian Hirst and Carsten Schroede 7A vote AGAINST the re-election of Tim Bunting is warn and he currently sits on the Remuneration Committee, practice recommendations for a company of this size.	ntly sits on the mendations for a fiduciary res nd 8-11A vote r is warranted ranted because	Remunerati a company ponsibility to FOR the re- because no a:* Potential	ion Committee of this size.A v o vote either in election of Geo significant con I independence	e, and the com vote AGAINST n favour or aga offrey Hamilto ncerns have be e issues have l	apposition of this this resolution is ainst and who do n-Fairley, Richar een identified Ite been identified	o rd				

Voting Policy Rationale: Item 5An ABSTENTION on the re-election of Meinhard Schmidt is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size. A vote AGAINST this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 6 and 8-11A vote FOR the re-election of Geoffrey Hamilton-Fairley, Richard Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder is warranted because no significant concerns have been identified. Item 7A vote AGAINST the re-election of Tim Bunting is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size.

Mgmt

Yes

For

For

For

For

No

No

No

Blended Rationale: Item 5An ABSTENTION on the re-election of Meinhard Schmidt is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size. A vote AGAINST this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Items 6 and 8-11A vote FOR the re-election of Geoffrey Hamilton-Fairley, Richard Sharp, Andrew Unitt, Julian Hirst and Carsten Schroeder is warranted because no significant concerns have been identified. Item 7A vote AGAINST the re-election of Tim Bunting is warranted because:\* Potential independence issues have been identified and he currently sits on the Remuneration Committee, and the composition of this Committee does not adhere to UK best practice recommendations for a company of this size.



Location(s): All Locations
Institution Account(s): RTRF

## **Oncimmune Holdings Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Re-elect Julian Hirst as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5An ABSTENTION on independence issues have been identified and he continued to the committee does not adhere to UK best practice reconstructed for those shareholders in markets who have not recognise an abstention as a valid option. Items Sharp, Andrew Unitt, Julian Hirst and Carsten Schro 7A vote AGAINST the re-election of Tim Bunting is wand he currently sits on the Remuneration Committed practice recommendations for a company of this size	urrently sits on the commendations for ave a fiduciary res, 6 and 8-11A vote eder is warranted warranted because ee, and the compo	Remunerate a company ponsibility to FOR the re- because no e:* Potential	ion Committee of this size.A o vote either in election of Ge significant con I independence	e, and the com vote AGAINST n favour or ago offrey Hamilto ncerns have be e issues have l	nposition of this this resolution is ainst and who do n-Fairley, Richar een identified Ite been identified	o d				
	Blended Rationale: Item 5An ABSTENTION on the mindependence issues have been identified and he committee does not adhere to UK best practice recommittee does not adhere to UK best practice recommittee does not adhere to UK best practice recommenders in markets who have not recognise an abstention as a valid option. Items Sharp, Andrew Unitt, Julian Hirst and Carsten Schrod 7A vote AGAINST the re-election of Tim Bunting is wand he currently sits on the Remuneration Committee practice recommendations for a company of this size.	urrently sits on the commendations for ave a fiduciary res, 6 and 8-11A vote eder is warranted warranted because ee, and the compo	Remunerate a company ponsibility to FOR the re- because no e:* Potential	ion Committee of this size.A to o vote either in election of Ge significant con I independence	e, and the convote AGAINST In favour or ago Offrey Hamilto Incerns have be Incerns have be	nposition of this this resolution is ainst and who do n-Fairley, Richar een identified Ite been identified	o d				
11	Re-elect Carsten Schroeder as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 5An ABSTENTION on independence issues have been identified and he committee does not adhere to UK best practice recommittee does not adhere to UK best practice recommittee does not adhere to UK best practice recommittee who have not recognise an abstention as a valid option. Items Sharp, Andrew Unitt, Julian Hirst and Carsten Schro 7A vote AGAINST the re-election of Tim Bunting is wand he currently sits on the Remuneration Committee practice recommendations for a company of this size	urrently sits on the commendations for ave a fiduciary res 6 and 8-11A vote eder is warranted warranted because ee, and the compo	Remunerate a company ponsibility to FOR the re- because no e:* Potential	ion Committee of this size.A o vote either in election of Ge significant con I independence	e, and the con vote AGAINST n favour or ago offrey Hamilto ncerns have be e issues have l	nposition of this this resolution is ainst and who do n-Fairley, Richar een identified.Ite been identified	o d				
	Blended Rationale: Item 5An ABSTENTION on the reindependence issues have been identified and he cu. Committee does not adhere to UK best practice recoveranted for those shareholders in markets who have not recognise an abstention as a valid option. Items Sharp, Andrew Unitt, Julian Hirst and Carsten Schroza vote AGAINST the re-election of Tim Bunting is and he currently sits on the Remuneration Committed practice recommendations for a company of this size.	urrently sits on the commendations for ave a fiduciary res, 6 and 8-11A vote eder is warranted warranted because ee, and the compo	Remunerate a company ponsibility to FOR the re- because no e:* Potential	ion Committee of this size.A o vote either in election of Ge significant con I independence	e, and the convote AGAINST In favour or ago Offrey Hamilto Incerns have be Incerns have be	nposition of this this resolution is ainst and who do n-Fairley, Richar een identified Ite been identified	o d				
12	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolution recommended limits.	s is warranted bed	cause the pi	roposed amou	nts and duration	ons are within					
	Blended Rationale: A vote FOR these resolutions is recommended limits.	warranted because	e the propos	sed amounts a	nd durations a	are within					
13	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): RTRF

## **Oncimmune Holdings Plc**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	arussell	11/27/2019	arussell	11/27/2019	3,334,239	3,334,239
						Total Shares:	3,334,239	3,334,239

### **Meeting Results**

Outstanding Shares Voted: 63,250,217

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.5%	33,946,842	99.5%	185,741	0.5%	0	N/A	Show of hands	F+A
3	Υ	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
4	Y	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
5	Y	Pass	No	For	4.7%	28,902,823	95.3%	1,435,401	4.7%	3,794,359	N/A	Show of hands	F+A
6	Y	Pass	No	For	0.0%	33,299,250	100.0%	0	0.0%	833,333	N/A	Show of hands	F+A
7	Y	Pass	No	For	15.9%	28,717,082	84.1%	5,415,501	15.9%	0	N/A	Show of hands	F+A
8	Y	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
9	Υ	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
10	Υ	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
11	Υ	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
12	Υ	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A
13	Y	Pass	No	For	0.0%	34,132,583	100.0%	0	0.0%	0	N/A	Show of hands	F+A

Meeting Date: 12/03/2019 Record Date: 11/29/2019	Country: United Kingdom Meeting Type: Special	Primary Security ID: G8T826102 Ticker: SOPH	Meeting ID: 1376517
Primary CUSIP: G8T826102	Primary ISIN: GB00BYZFZ918	Primary SEDOL: BYZFZ91	Proxy Level: N/A



Location(s): All Locations Institution Account(s): RTRF

## **Sophos Group Plc**

Earliest C	utoff Date: 11/27/2019	Shares Voted: 2,325,0	00	Votable Sh	nares: 2,325,000	0	*Shares on Lo	oan: 0	Share	es Instructe	ed: 2,325,00	0
Total Ball	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Matters Relating to the Recommended Cash Acquisition Group plc by Surf Buyer Limited	n of Sophos	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	arussell	11/27/2019	arussell	11/27/2019	2,325,000	2,325,000
						Total Shares:	2,325,000	2,325,000

#### **Meeting Results**

 $\textbf{Outstanding Shares Voted:}\ 491,\!156,\!953$ Item Summary Dissident Dissent For Against Abstain Result Voting Mgmt Base

Results Available: Full

#	Proposal	•	Proposal	Rec	Level		For		Against		Abstain	Туре	
1	Υ	Pass	No	For	3.6%	266,483,723	96.4%	9,926,260	3.6%	190,478	N/A	Poll	F+A

Meeting	Date: 12/03/2019	Country: United Kin	ıgdom		Primary	Security ID	: G8T826102		Mee	ting ID: 1	376658			
Record D	rate: 11/29/2019	Meeting Type: Cou	rt		Ticker:	SOPH								
Primary C	USIP: G8T826102	Primary ISIN: GB00B	YZFZ918		Primary	SEDOL: BYZFZ	91		Prox	y Level: N/	A			
Earliest Cu	itoff Date: 11/27/2019	Shares Voted: 2,325,000 Votable			table Shares: 2,325,000			oan: 0	Share	Shares Instructed: 2,325,000				
Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	olicy:						
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS		
	Court Meeting		Mgmt	No										
1	Approve Scheme of Arrangemen	nt	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes		
Ballot D	etails													
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Vote		
RTRF, RTR	F	392078	Confirmed		arussell	11/27/2019	arussell	11/27/2019		2,325,000		2,325,00		
								Total Shares:		2,325,000		2,325,000		



Location(s): All Locations Institution Account(s): RTRF

### **Meeting Results**

Outstanding Shares Voted: 491,156,953

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	3.6%	265,785,295	96.4%	9,925,899	3.6%	N/A	N/A	Poll	F+A

# Ruffer Illiquid Strategies Fund 2015 Ltd.

Meeting Date: 12/13/2019 Country: Guernsey Primary Security ID: G9402A105 Meeting ID: 1383625

**Record Date: 11/28/2019** Meeting Type: Written Consent Ticker: LYSJYJ.F

Primary CUSIP: G9402A105 Primary ISIN: GG00BSPCBR02 Primary SEDOL: BSPCBR0 Proxy Level: N/A

Earliest Cutoff Date: 12/09/2019 **Shares Voted:** 387,562,031 **Votable Shares:** 387,562,031 \*Shares on Loan: 0 Shares Instructed: 387,562,031

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Market Purchase of Redeemable Shares	f Ordinary	Mgmt	Yes	For	Refer		Refer	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	S	Shares Voted
RTRF, RTR	F	392078	Confirmed		arussell	12/04/2019	arussell	12/04/2019		387,562,031		387,562,031

Total Shares:

387,562,031

387,562,031

### **Meeting Results**

**Outstanding Shares Voted:** Results Available: Not Disclosed

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

# **China Life Insurance Company Limited**

Meeting Date: 12/19/2019 Country: China Primary Security ID: Y1477R204 Meeting ID: 1375106

Ticker: 2628 **Record Date:** 11/18/2019 Meeting Type: Special

Primary CUSIP: Y1477R204 Primary SEDOL: 6718976 Proxy Level: N/A Primary ISIN: CNE1000002L3



Location(s): All Locations
Institution Account(s): RTRF

## **China Life Insurance Company Limited**

Earliest Cutoff Date: 12/13/2019 **Shares Voted:** 4,516,000 Shares Instructed: 4,516,000 Votable Shares: 4,516,000 \*Shares on Loan: 0 Additional Policy: Total Ballots: 1 Voting Policy: ISS Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** ISS Rec Number Proposal **Policy Rec Policy Rec** Instruction Proponent Mgmt Rec Mgmt Policy ISS EGM BALLOT FOR HOLDERS OF H SHARES Mgmt No Elect Zhao Peng as Director SH No No No Yes For 2 Amend Rules and Procedures Regarding Mgmt Yes For For For For No No No Meetings of Board of Directors Voting Policy Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company. Blended Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company. RESOLUTIONS IN RELATION TO THE Mgmt RENEWAL OF CONTINUING CONNECTED TRANSACTIONS WITH CHINA LIFE AMP ASSET MANAGEMENT CO., LTD. 3.1 Approve Company Framework Agreement, Mgmt Yes For For For For No No No Pension Company Framework Agreement, Annual Caps and Related Transactions 3.2 Approve CLIC Framework Agreement, CLP&C No No No Mgmt Yes For For For Framework Agreement, CLI Framework Agreement, Annual Caps and Related Transactions Approve Renewal of the Framework Mgmt Yes For For For For No No No Agreement for Daily Connected Transactions between the Company and China Guangfa Bank Co., Ltd. 5 Approve Amendments to Articles of Mgmt Yes For For For For Nο Nο Nο Association Voting Policy Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company. Blended Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company. **Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
RTRF, RTRF	392078	Confirmed	Auto-Instructed	12/14/2019	Auto-Approved	12/14/2019	4,516,000	4,516,000
						Total Shares:	4,516,000	4,516,000

### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000 Results Available: Full

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	

### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): RTRF

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.4%	22,436,607,588	99.5%	89,559,724	0.4%	12,781,550	0.1%	Poll	F+A+AB
2	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	2.0%	3,149,854,500	98.0%	181,140	0.0%	65,383,222	2.0%	Poll	F+A+AB
3.2	Υ	Pass	No	For	1.9%	3,153,999,520	98.1%	184,105	0.0%	61,235,237	1.9%	Poll	F+A+AB
4	Y	Pass	No	For	0.3%	22,473,390,370	99.7%	4,342,490	0.0%	61,216,002	0.3%	Poll	F+A+AB
5	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

### **PARAMETERS**

Location(s): All Locations

Account Group(s): All Account Groups

Institution Account(s): RTRF

Custodian Account(s): All Custodian Accounts

Additional Policy: None ADR Meetings: All Meetings Ballot Statuses: All Statuses Contrary Votes: All Votes Date Format: MM/DD/YYYY

Header Display: Repeat Headers for Any Meeting Split by Multiple Pages

Markets: All Markets

Meeting ID's: All Meeting ID's Meeting Types: All Meeting Types PoA Markets: All Markets Proposal Proponents: All Proponents

Rationale: All Rationale

Recommendations: All Recommendations Record Date Markets: All Markets Shareblocking Markets: All Markets Sort Order: Meeting Date, Company Name Vote Instructions: All Instructions

Voting Policies: All Policies

Zero (0) Share Ballots: Exclude 0 Share Ballots

Account Watchlist: None Country Watchlist: None Issuer Watchlist: None Proposal Code Watchlist: None

Proposal Code Watchlist - Agenda Output: Include Exact Matches Only



# Voting summary 2019

# RUFFER TOTAL RETURN INTERNATIONAL



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Voting Statistics**

	Total	Percent
Votable Meetings	56	
Meetings Voted	56	100.00%
Votable Ballots	57	
Ballots Voted	56	98.25%

			Managemen	nt Proposals	Shareholde	r Proposals
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	786		764		22	
Proposals Voted	786	100.00%	764	100.00%	22	100.00%
FOR Votes	730	92.88%	718	93.98%	12	54.55%
AGAINST Votes	38	4.83%	28	3.66%	10	45.45%
ABSTAIN Votes	10	1.27%	10	1.31%	0	0.00%
WITHHOLD Votes	8	1.02%	8	1.05%	0	0.00%
Votes WITH Management	737	93.77%	720	94.24%	17	77.27%
Votes AGAINST Management	47	5.98%	42	5.50%	5	22.73%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

### **Bank of China Ltd.**

-	<b>Date:</b> 01/04/2019 <b>Date:</b> 12/04/2018	Country: China Meeting Type: S	pecial		Primary Ticker:		<b>):</b> Y0698A107		Mee	ting ID: 1	281738		
Primary C	<b>USIP:</b> Y0698A107	Primary ISIN: CNE	1000001Z5		Primary	<b>SEDOL:</b> B1545	64		Prox	y Level: N/	A		
Earliest Cu	utoff Date: 12/28/2018	Shares Voted: 20,0 Voting Policy: ISS	, ,			Votable Shares: 20,092,000 *Shares on Loan: 0 Additional Policy:				Shares Instructed: 20,092,000			
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
	EGM BALLOT FOR HOLDERS	OF H SHARES	Mgmt	No									
1	Approve Issuance of Equity Securities without Preemptiv		Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes	

Voting Policy Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

Blended Rationale: A vote AGAINST this resolution is warranted for the following:\* The share issuance limit is greater than 10 percent.\* The company has not specified the discount limit.

APPROVE RESOLUTIONS RELATING TO THE NON-PUBLIC ISSUANCE PLAN OF DOMESTIC PREFERENCE SHARES OF THE BANK

Mgmt No

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

ApproveType of Securities to be Issued and Issue Size Voting Policy Rationale: A vote FOR these proposals shares would strengthen the bank's capital base and the terms and conditions of the preference shares. Blended Rationale: A vote FOR these proposals is we	_	Yes	For	For		F				
shares would strengthen the bank's capital base and the terms and conditions of the preference shares. Blended Rationale: A vote FOR these proposals is we	_	n the follow				For	For	No	No	No
					-					
would strengthen the bank's capital base and improversers. Serms and conditions of the preference shares.	-	_								
Approve Par Value and Issue Price	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these proposals shares would strengthen the bank's capital base and the terms and conditions of the preference shares.	_				-					
	-	_		-						
Approve Term	Mgmt	Yes	For	For		For	For	No	No	No
	_				-					
	-	-								
Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	_				-					
	-	_		-						
Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
- ,	-				•					
	-	_								
Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	-				•					
5 1 5 1 5 1 5 1 5 1 5 1 5 1 5 1 5 1 5 1	the terms and conditions of the preference shares. Blended Rationale: A vote FOR these proposals is we would strengthen the bank's capital base and improverms and conditions of the preference shares.  Approve Term  Yoting Policy Rationale: A vote FOR these proposals hares would strengthen the bank's capital base and the terms and conditions of the preference shares.  Blended Rationale: A vote FOR these proposals is we would strengthen the bank's capital base and improverms and conditions of the preference shares.  Approve Method of Issuance  Yoting Policy Rationale: A vote FOR these proposals hares would strengthen the bank's capital base and improverms and conditions of the preference shares.  Blended Rationale: A vote FOR these proposals is we would strengthen the bank's capital base and improverms and conditions of the preference shares.  Approve Target Investors  Yoting Policy Rationale: A vote FOR these proposals hares would strengthen the bank's capital base and the terms and conditions of the preference shares.  Blended Rationale: A vote FOR these proposals is we would strengthen the bank's capital base and improverms and conditions of the preference shares.  Approve Lock-up Period  Yoting Policy Rationale: A vote FOR these proposals is we would strengthen the bank's capital base and improverms and conditions of the preference shares.  Approve Lock-up Period  Yoting Policy Rationale: A vote FOR these proposals is we would strengthen the bank's capital base and improverms and conditions of the preference shares.	the terms and conditions of the preference shares.  Approve Term Mgmt  Avoite FOR these proposals is warranted given the conditions of the preference shares.  Approve Term Mgmt  Approve Term Mgmt  Avoiting Policy Rationale: A vote FOR these proposals is warranted given the terms and conditions of the preference shares.  Approve Term Mgmt  Approve Attended Rationale: A vote FOR these proposals is warranted given the terms and conditions of the preference shares.  Approve Method of Issuance Mgmt  Approve Tationale: A vote FOR these proposals is warranted given the terms and conditions of the preference shares.  Approve Target Investors Mgmt  Approve Target Investors A vote FOR these proposals is warranted given the terms and conditions of the preference shares.  Approve Targethen the bank's capital base and improve its capital structures and conditions of the preference shares.  Approve Lock-up Period Mgmt  Approve Lock-up Period M	the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following: would strengthen the bank's capital base and improve its capital structure; and strengthen the bank's capital base and improve its capital structure; and strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following: would strengthen the bank's capital base and improve its capital structure; and strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following: who was a suppose the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following: would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and shares would strengthen the bank's capital base and improve its capital structure; and sh	the terms and conditions of the preference shares.  Itelended Rationale: A vote FOR these proposals is warranted given the following:* the proposed would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Approve Term Mgmt Yes For  Noting Policy Rationale: A vote FOR these proposals is warranted given the following:* the prophares would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Itelended Rationale: A vote FOR these proposals is warranted given the following:* the proposed would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Approve Method of Issuance Mgmt Yes For  Noting Policy Rationale: A vote FOR these proposals is warranted given the following:* the prophares would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Approve Target Investors Mgmt Yes For  Noting Policy Rationale: A vote FOR these proposals is warranted given the following:* the prophares would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed would strengthen the bank's capital base and improve its capital structure; and* there are no sterms and conditions of the preference shares.  Approve Lock-up Period Mgmt Yes For  Noting Policy Rationale: A vote FOR these proposals is warranted given the following:* the prophares would strengthen the bank's capital base and improve its capital	the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of provided strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns and conditions of the preference shares.  Approve Term Mgmt Yes For For Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of provided strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns and conditions of the preference shares.  Approve Method of Issuance Mgmt Yes For For Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of provided strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns and conditions of the preference shares.  Approve Target Investors Mgmt Yes For For Voting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of provided strengthen the bank's capital base and improve its capital structure; and* there are no significant to the terms and conditions of the preference shares.  Approve Lock-up Period Mgmt Yes For	Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares violal strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the erms and conditions of the preference shares.  Approve Term  Mgmt  Yes  For  For  Toting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the erms and conditions of the preference shares.  Approve Method of Issuance  Mgmt  Yes  For  For  Toting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the terms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the erms and conditions of the preference shares.  Approve Target Investors  Mgmt  Yes  For  For  Toting Policy Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the erms and conditions of the preference shares.  Idended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares	Network the terms and conditions of the preference shares.  Nended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the serms and conditions of the preference shares.  Approve Term Mgmt Yes For For For For Sor Sor Sor Sor Sor Sor Sor Sor Sor S	lie terms and conditions of the preference shares.  liended Rationale: A vote FOR these proposals is warranted given the following:* the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the sums and conditions of the preference shares.  Approve Term Mgnt Yes For	lended Rationale: A vote FOR these proposals is warranted given the following: "the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the earns and conditions of the preference shares.  Approve Term Mgmt Yes For For For For For For Nothing Policy Rationale: A vote FOR these proposals is warranted given the following: "the proposed issuance of preference hares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the eterns and conditions of the preference shares.  Sended Rationale: A vote FOR these proposals is warranted given the following: "the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the erms and conditions of the preference shares.  Sended Rationale: A vote FOR these proposals is warranted given the following: "the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the eterns and conditions of the preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the eterns and conditions of the preference shares.  Approve Target Investors Mgmt Yes For For For For For No Soting Policy Rationale: A vote FOR these proposals is warranted given the following: "the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are no significant concerns with the eterns and conditions of the preference shares.  Approve Target Investors Mgmt Yes For For For For For For No Soting Policy Rationale: A vote FOR these proposals is warranted given the following: "the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and* there are	leared Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and * there are no significant concerns with the area of the preference shares.  Approve Term Mgmt Yes For For For For For For No No No Orbing Policy Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and * there are no significant concerns with the enterns and conditions of the preference shares.  Siended Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and * there are no significant concerns with the enterns and conditions of the preference shares.  Siended Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference hares would strengthen the bank's capital base and improve its capital structure; and * there are no significant concerns with the enterns and conditions of the preference shares.  Siended Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference hares would strengthen the bank's capital base and improve its capital structure; and * there are no significant concerns with the enterns and conditions of the preference shares.  Approve Target Investors Mgmt Yes For For For For For No No No No Poting Policy Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference shares would strengthen the bank's capital base and improve its capital structure; and * there are no significant concerns with the erns and conditions of the preference shares.  Siended Rationale: A vote FOR these proposals is warranted given the following: * the proposed issuance of preference shares would streng



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	_								
2.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	_								
2.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and imputhe terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_		-						
2.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	_	_								
2.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	_		-						
2.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrar would strengthen the bank's capital base and improve its terms and conditions of the preference shares.	-	-								



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impose the terms and conditions of the preference shares.			, ,		,					
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impose the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
2.15	Approve Use of Proceeds from the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impose the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impose the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warrawould strengthen the bank's capital base and improve it terms and conditions of the preference shares.	_	_		-						
2.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impose the terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
2.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Domestic Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and import the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								



Location(s): All Locations
Institution Account(s): PIC\_RTRI

ed given the capital struction of the capital	al structure, a following: ture; and*  Yes In the following: following: ture; and*  No  Yes In the following: ture; and*	* the proposed there are no so for the proposed the pro	For  posed issuance of pre ignificant concer.  For  posed issuance of pre ignificant concer.  I issuance of pre ignificant concer.  I issuance of pre ignificant concer.  For	t concerns with eference shares erns with the of preference t concerns with	For	For	No No	No	No
ed given the capital struction of the capital	al structure, a following: ture; and*  Yes In the following: following: ture; and*  No  Yes In the following: ture; and*	* the proposed there are no so for the proposed the pro	re no significant d issuance of pro- ignificant conces  For  posed issuance of re no significant d issuance of pro- ignificant conces  For	t concerns with eference shares erns with the of preference t concerns with	For				
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Mgmt  Mgmt  Mgmt	No Yes  The follow	For	For			For	No		
Mgmt Tranted given	Yes on the follow	ving:* the prop			For	For	No		
ranted giver	n the follow	ving:* the prop			For	For	No		
-			osed issuance o					No	No
			re no significani						
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Mgmt	Yes	For	For		For	For	No	No	No
_			nosed issuance o re no significant	-					
-	_		-						
Mgmt	Yes	For	For		For	For	No	No	No
-				•					
'	capital struc  Mgmt  rranted give	capital structure; and* i  Mgmt Yes  rranted given the follow	capital structure; and* there are no so Mgmt Yes For rranted given the following:* the prop	capital structure; and* there are no significant concerning the following:* the proposed issuance of the following:* the following:* the following:* the proposed issuance of the following:* the followi	capital structure; and* there are no significant concerns with the	Mgmt Yes For For For For rranted given the following:* the proposed issuance of preference	Agmt Yes For For For For For For rranted given the following:* the proposed issuance of preference	Mgmt Yes For For For For No  rranted given the following:* the proposed issuance of preference	And the capital structure; and* there are no significant concerns with the  Mgmt Yes For For For For No No  No rranted given the following:* the proposed issuance of preference



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.4	Approve Method of Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and imputhe terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
3.5	Approve Target Investors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is w shares would strengthen the bank's capital base and imp the terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
3.6	Approve Lock-up Period	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impathe terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
3.7	Approve Terms of Dividend Distribution	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and imputhe terms and conditions of the preference shares.	-				-					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								
3.8	Approve Terms of Compulsory Conversion	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and imputhe terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warral would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_		-						
3.9	Approve Terms of Conditional Redemption	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is we shares would strengthen the bank's capital base and impathe terms and conditions of the preference shares.	_				•					
	Blended Rationale: A vote FOR these proposals is warran would strengthen the bank's capital base and improve it terms and conditions of the preference shares.	-	_								



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.10	Approve Voting Rights Restrictions	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-				;				
3.11	Approve Voting Rights Restoration	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_				5				
3.12	Approve Order of Priority and Method of Liquidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_				5				
3.13	Approve Rating Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-		;				
3.14	Approve Guarantee Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-									
	Blended Rationale: A vote FOR these proposals is warn would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_				5				
3.15	Approve Use of Proceeds from the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_				-					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	_	_		-		7				



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.16	Approve Trading Transfer Arrangement	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	_									
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	-								
3.17	Approve Relationship Between Offshore and Domestic Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.18	Approve Validity Period of the Resolution in Respect of the Issuance of the Offshore Preference Shares	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.			, ,		,					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.19	Approve Application and Approval Procedures to be Completed for the Issuance	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.	-				•					
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_								
3.20	Approve Matters Relating to Authorization	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is shares would strengthen the bank's capital base and in the terms and conditions of the preference shares.										
	Blended Rationale: A vote FOR these proposals is warra would strengthen the bank's capital base and improve terms and conditions of the preference shares.	-	_		-						



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Bank of China Ltd.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve the Impact on Dilution of Current Returns and Remedial Measures Upon theIssuance of Preference Shares of the Bank	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals shares would strengthen the bank's capital base an the terms and conditions of the preference shares.						,				
	Blended Rationale: A vote FOR these proposals is w would strengthen the bank's capital base and impro- terms and conditions of the preference shares.	-	_				5				
5	Approve Shareholder Return Plan in the Next Three Years (2018-2020)	Mgmt	Yes	For	For		For	For	No	No	No
6	Elect Wu Fulin as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is and the company's board and committee dynamics.	_	he absence	of any known	issues conceri	ning the nomine	es				
	Blended Rationale: A vote FOR all nominees is warn the company's board and committee dynamics.	ranted given the al	bsence of ar	ny known issue	es concerning	the nominees an	d				
7	Elect Lin Jingzhen as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is and the company's board and committee dynamics.	-	he absence	of any known	issues conceri	ning the nomined	es				
	Blended Rationale: A vote FOR all nominees is warn the company's board and committee dynamics.	ranted given the al	bsence of ar	ny known issue	es concerning	the nominees an	d				
Ballot D	Petails										
Institutio	onal Account Detail Custodian			Instructor	Date	Approver	Date				

ballot Details								
Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	12/21/2018	arussell	12/21/2018	20,092,000	20,092,000
						Total Shares:	20,092,000	20,092,000

### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	8.6%	2,058,457,820,745	91.4%	19,057,553,824	8.5%	358,932,429	0.2%	Poll	F+A+AB
	N												
2.1	Υ	Pass	No	For	0.1%	224,630,597,605	99.9%	36,618,471	0.0%	207,090,922	0.1%	Poll	F+A+AB
2.2	Υ	Pass	No	For	0.1%	224,630,602,606	99.9%	36,617,471	0.0%	207,086,921	0.1%	Poll	F+A+AB
2.3	Υ	Pass	No	For	0.1%	224,630,601,606	99.9%	36,618,471	0.0%	207,086,921	0.1%	Poll	F+A+AB



Location(s): All Locations

Institution Account(s): PIC\_RTRI

tem #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2.4	Υ	Pass	No	For	0.1%	224,630,600,502	99.9%	36,618,471	0.0%	207,088,025	0.1%	Poll	F+A+AB
2.5	Υ	Pass	No	For	0.1%	224,630,598,502	99.9%	36,620,471	0.0%	207,088,025	0.1%	Poll	F+A+AB
2.6	Υ	Pass	No	For	0.1%	224,630,603,807	99.9%	36,617,471	0.0%	207,085,720	0.1%	Poll	F+A+AB
2.7	Υ	Pass	No	For	0.1%	224,630,602,603	99.9%	36,615,471	0.0%	207,088,924	0.1%	Poll	F+A+AB
2.8	Υ	Pass	No	For	0.1%	224,630,593,498	99.9%	36,620,472	0.0%	207,093,028	0.1%	Poll	F+A+AB
2.9	Υ	Pass	No	For	0.1%	224,630,595,706	99.9%	36,618,471	0.0%	207,092,821	0.1%	Poll	F+A+AB
2.10	Υ	Pass	No	For	0.1%	224,630,594,602	99.9%	36,618,471	0.0%	207,093,925	0.1%	Poll	F+A+AB
2.11	Υ	Pass	No	For	0.1%	224,630,598,707	99.9%	36,617,471	0.0%	207,090,820	0.1%	Poll	F+A+AB
2.12	Υ	Pass	No	For	0.1%	224,630,597,706	99.9%	36,618,471	0.0%	207,090,821	0.1%	Poll	F+A+AB
2.13	Υ	Pass	No	For	0.1%	224,630,597,506	99.9%	36,617,471	0.0%	207,092,021	0.1%	Poll	F+A+AB
2.14	Υ	Pass	No	For	0.1%	224,630,595,402	99.9%	36,620,695	0.0%	207,090,901	0.1%	Poll	F+A+AB
2.15	Υ	Pass	No	For	0.1%	224,640,421,506	99.9%	36,618,591	0.0%	197,266,901	0.1%	Poll	F+A+AB
2.16	Υ	Pass	No	For	0.1%	224,630,597,402	99.9%	36,619,591	0.0%	207,090,005	0.1%	Poll	F+A+AB
2.17	Υ	Pass	No	For	0.1%	224,630,598,506	99.9%	36,619,591	0.0%	207,088,901	0.1%	Poll	F+A+AB
2.18	Υ	Pass	No	For	0.1%	224,630,596,506	99.9%	36,619,591	0.0%	207,090,901	0.1%	Poll	F+A+AB
2.19	Υ	Pass	No	For	0.1%	224,630,600,402	99.9%	36,617,695	0.0%	207,088,901	0.1%	Poll	F+A+AB
2.20	Υ	Pass	No	For	0.1%	224,630,596,506	99.9%	36,618,591	0.0%	207,091,901	0.1%	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	0.1%	224,630,598,506	99.9%	36,618,471	0.0%	207,090,021	0.1%	Poll	F+A+AB
3.2	Υ	Pass	No	For	0.1%	224,630,597,402	99.9%	36,618,471	0.0%	207,091,125	0.1%	Poll	F+A+AB
3.3	Υ	Pass	No	For	0.1%	224,630,599,626	99.9%	36,618,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.4	Υ	Pass	No	For	0.1%	224,630,600,626	99.9%	36,617,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.5	Υ	Pass	No	For	0.1%	224,630,600,626	99.9%	36,617,471	0.0%	207,088,901	0.1%	Poll	F+A+AB
3.6	Υ	Pass	No	For	0.1%	224,631,571,522	99.9%	36,618,471	0.0%	206,117,005	0.1%	Poll	F+A+AB
3.7	Υ	Pass	No	For	0.1%	224,631,572,626	99.9%	36,616,471	0.0%	206,117,901	0.1%	Poll	F+A+AB
3.8	Υ	Pass	No	For	0.1%	224,631,571,524	99.9%	36,619,573	0.0%	206,115,901	0.1%	Poll	F+A+AB
3.9	Υ	Pass	No	For	0.1%	224,631,571,506	99.9%	36,619,591	0.0%	206,115,901	0.1%	Poll	F+A+AB
3.10	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,619,591	0.0%	206,115,804	0.1%	Poll	F+A+AB
3.11	Υ	Pass	No	For	0.1%	224,631,571,603	99.9%	36,620,695	0.0%	206,114,700	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Voting Dissident Dissent For Against % Abstain % Result Summary Mgmt Against Abstain Proposal Proposal Level For Type Υ 0.1% 224,631,571,603 99.9% 0.0% 0.1% 3.12 Pass No For 36,620,695 206,114,700 Poll F+A+AB 3.13 Pass No For 0.1% 224,631,573,707 99.9% 36,618,591 0.0% 206,114,700 0.1% Poll F+A+AB 0.1% 224,631,572,707 99.9% 36,619,591 0.0% 206,114,700 0.1% 3.14 Pass For Poll F+A+AB No 3.15 Pass No For 0.1% 224,641,394,707 99.9% 36,619,591 0.0% 196,292,700 0.1% Poll F+A+AB 0.1% 224,631,573,707 99.9% 36,618,591 0.0% 206,114,700 0.1% Poll F+A+AB 3.16 Pass No For For 0.1% 224,631,572,603 99.9% 36,618,591 0.0% 206,115,804 0.1% Poll F+A+AB 3.17 Pass No 3.18 No 0.1% 224,631,571,603 99.9% 36,619,591 0.0% 206,115,804 0.1% Poll F+A+AB Poll For 0.1% 224,631,574,603 99.9% 36,615,471 0.0% 206,116,924 0.1% F+A+AB 3.19 Pass No 3.20 No 0.1% 224,631,573,827 99.9% 36,617,471 0.0% 206,115,700 0.1% Poll F+A+AB Pass For 0.1% 224,631,554,505 99.9% 36,619,591 0.0% 206,132,902 0.1% Poll F+A+AB No Pass No For 0.1% 224,665,979,844 99.9% 19,916,253 0.0% 188,410,901 0.1% Poll F+A+AB 0.6% 214,192,550 Pass No For 223,596,678,136 99.4% 1,063,436,312 0.5% 0.1% Poll F+A+AB Υ Pass No 0.6% 223,596,678,036 99.4% 1,063,436,312 0.5% 214,192,650 0.1% Poll F+A+AB

# **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Primary Security ID: L7984E226 Meeting ID: 1287237 Meeting Date: 01/11/2019 Country: Luxembourg Record Date: 01/08/2019 Meeting Type: Annual Ticker: FTFKNV.F Primary CUSIP: L7984E226 Primary ISIN: LU0788206679 Primary SEDOL: B8F4LY3 Proxy Level: N/A Earliest Cutoff Date: 01/02/2019 Shares Voted: 136,470 Votable Shares: 136,470 \*Shares on Loan: 0 Shares Instructed: 136,470

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Receive and Approve Board's and Auditor's Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No
3.a	Approve Allocation of Income	Mgmt	Yes	For	For		For	For	No	No	No
3.b	Approve Interim Dividends	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Discharge of Directors	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-Elect Mary McBain, Benjamin Boucher-Ferte, Jean Garbois, Alain Guerard and Myles Marmion as Directors	Mgmt	Yes	For	For		For	For	No	No	No
6	Renew Appointment of Ernst and Young as Auditor	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Ruffer Sicav - Uk Mid & Smaller Companies Fund**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Approve Remuneration of Dire Garbois and Alain Guerard	ctors Jean	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		Auto-Instructed	12/22/2018	Auto-Approved	12/22/2018		136,470		136,470
					_			Total Shares		136,470		136,470

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
2	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.a	Υ	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
3.b	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
5	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
7	Y	N/D	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

# **Countryside Properties Plc**

Total Ballots: 1	Voting Policy: ISS		Additional Policy:	
Earliest Cutoff Date: 01/18/2019	<b>Shares Voted:</b> 2,471,870	Votable Shares: 2,471,870	*Shares on Loan: 0	Shares Instructed: 2,471,870
Primary CUSIP: G24556170	Primary ISIN: GB00BYPHNG03	<b>Primary SEDOL:</b> BY	PHNG0	Proxy Level: N/A
<b>Record Date:</b> 01/22/2019	Meeting Type: Annual	Ticker: CSP		
Meeting Date: 01/24/2019	Country: United Kingdom	Primary Security	<b>ID:</b> G24556170	Meeting ID: 1282767

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

recommended limits.

# **Countryside Properties Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Michael Scott as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v	varranted as n	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warra	nted as no sigi	nificant cond	erns have bee	n identified.						
5	Re-elect David Howell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v	varranted as no	o significant	concerns have	e been identified	1.					
	Blended Rationale: A vote FOR these Directors is warra	nted as no sigi	nificant cond	cerns have bee	n identified.						
6	Re-elect Ian Sutcliffe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v	varranted as n	o significant	concerns have	e been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warra	nted as no sigi	nificant cond	erns have bee	n identified.						
7	Re-elect Rebecca Worthington as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v										
	Blended Rationale: A vote FOR these Directors is warra										
8	Re-elect Douglas Hurt as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v	varranted as ne	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warra	nted as no sigi	nificant cond	erns have bee	n identified.						
9	Re-elect Amanda Burton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v	varranted as ne	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warra	nted as no sigi	nificant cond	erns have bee	n identified.						
10	Re-elect Baroness Sally Morgan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is v	varranted as ne	o significant	concerns have	e been identified	d.					
	Blended Rationale: A vote FOR these Directors is warra	nted as no sigi	nificant cond	erns have bee	n identified.						
11	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pi	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is war	ranted because	e the propos	sed amounts a	nd durations are	e within					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Countryside Properties Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote : Against ISS
14	Authorise Issue of Equity wit Rights	thout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	e FOR these resolutions is	s warranted be	cause the pi	roposed amour	nts and duratio	ns are within					
	Blended Rationale: A vote FOI recommended limits.	R these resolutions is war	ranted because	e the propos	sed amounts ar	nd durations ar	e within					
15	Authorise Market Purchase o	of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donation	ons and	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Company to Co Meeting with Two Weeks' No		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		arussell	12/28/2018	arussell	12/28/2018		2,471,870		2,471,870
								Total Shares	: =====	2,471,870		2,471,870

### **Meeting Results**

Outstanding Shares Voted: 450,000,000

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	394,481,741	100.0%	3,464	0.0%	272,997	N/A	Poll	F+A
2	Υ	Pass	No	For	1.0%	390,660,070	99.0%	4,095,736	1.0%	2,396	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	394,754,738	100.0%	3,464	0.0%	0	N/A	Poll	F+A
4	Y	Pass	No	For	0.1%	394,187,117	99.9%	568,689	0.1%	2,396	N/A	Poll	F+A
5	Y	Pass	No	For	0.2%	393,877,353	99.8%	878,453	0.2%	2,396	N/A	Poll	F+A
6	Υ	Pass	No	For	0.1%	394,218,406	99.9%	537,400	0.1%	2,396	N/A	Poll	F+A
7	Υ	Pass	No	For	0.1%	394,218,619	99.9%	537,187	0.1%	2,396	N/A	Poll	F+A
8	Υ	Pass	No	For	0.2%	393,902,232	99.8%	853,574	0.2%	2,396	N/A	Poll	F+A
9	Υ	Pass	No	For	0.4%	393,224,775	99.6%	1,531,031	0.4%	2,396	N/A	Poll	F+A
10	Υ	Pass	No	For	0.2%	393,901,193	99.8%	854,613	0.2%	2,396	N/A	Poll	F+A
11	Υ	Pass	No	For	17.7%	324,855,026	82.3%	69,901,002	17.7%	2,174	N/A	Poll	F+A
12	Y	Pass	No	For	0.3%	393,668,751	99.7%	1,089,277	0.3%	174	N/A	Poll	F+A



Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
13	Υ	Pass	No	For	1.4%	389,311,760	98.6%	5,444,268	1.4%	2,174	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	394,750,029	100.0%	5,999	0.0%	2,174	N/A	Poll	F+A
15	Υ	Pass	No	For	0.6%	392,456,027	99.4%	2,272,553	0.6%	29,622	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	393,601,684	99.7%	1,154,844	0.3%	1,674	N/A	Poll	F+A
17	Υ	Pass	No	For	1.3%	389,631,069	98.7%	5,127,133	1.3%	0	N/A	Poll	F+A

# **Royal Bank of Scotland Group Plc**

Meeting Date: 02/06/2019 Primary Security ID: G7S86Z172 Meeting ID: 1291287 Country: United Kingdom

**Record Date:** 02/04/2019 Meeting Type: Special Ticker: RBS

Primary CUSIP: G7S86Z172 Primary ISIN: GB00B7T77214 Primary SEDOL: B7T7721 Proxy Level: N/A

Earliest Cutoff Date: 01/31/2019 **Shares Voted:** 11,483,940 **Votable Shares:** 11,483,940 \*Shares on Loan: 0 Shares Instructed: 11,483,940

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Off-Market Purchase of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No

**Ballot Details** 

Danot Details								
Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	• • • •	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	01/25/2019	arussell	01/25/2019	11,483,940	11,483,940
						Total Shares:	11,483,940	11,483,940

### **Meeting Results**

Outstanding Shares Voted: 48,198,298,196 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.3%	13,973,786,736	98.7%	183,888,196	1.3%	3,185,676	N/A	Poll	F+A

### **Ensco Pic**

Meeting Date: 02/21/2019	Country: United Kingdom	Primary Security ID: G3157S106	Meeting ID: 1286047
<b>Record Date:</b> 12/10/2018	Meeting Type: Special	Ticker: ESV	
Primary CUSIP: G3157S106	Primary ISIN: GB00B4VLR192	Primary SEDOL: B4VLR19	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Ensco Plc**

Earliest Cutoff Date: 02/20/2019 \*Shares on Loan: 0 Shares Voted: 844,960 Votable Shares: 844,960 Shares Instructed: 844,960 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal Number **Proposal Text** ISS Rec Proposal **Mgmt Rec Policy Rec Policy Rec** Instruction Proponent Mgmt Policy ISS Approve Acquisition of Rowan Companies plc 1 Mgmt Yes For For For For No No No 2 Approve Reverse Stock Split Mgmt Yes For For For No No No For 3 Authorize Issue of Equity with Pre-emptive Mgmt Yes For For For For No No No Rights Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Advisory Vote on Golden Parachutes For No No No Mgmt Authorise Issue of Equity without Pre-emptive 5 Mgmt Yes For For For For No No No Rights in Connection with an Acquisition or Other Capital Investment Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. 6 Authorise Issue of Equity without Pre-emptive For Mgmt Yes For For For Nο Nο Nο Rights in Connection with an Acquisition or Other Capital Investment Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.

### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	Auto-Instructed	02/05/2019	Auto-Approved	02/05/2019	844,960	844,960
						Total Shares:	844,960	844,960

### **Meeting Results**

 $\textbf{Outstanding Shares Voted:}\ 437,\!239,\!125$ 

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.7%	311,532,723	99.3%	1,677,645	0.5%	430,593	0.1%	Proxy	F+A+AB
2	Υ	Pass	No	For	1.2%	309,439,628	98.8%	3,761,860	1.2%	439,473	N/A	Proxy	F+A
3	Υ	Pass	No	For	21.0%	246,888,897	79.0%	65,452,110	21.0%	1,299,954	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
4	Υ	Pass	No	For	21.7%	236,041,786	78.3%	65,534,701	21.7%	12,064,474	N/A	Proxy	F+A
5	Υ	Pass	No	For	14.2%	267,685,178	85.8%	44,436,317	14.2%	1,519,466	N/A	Proxy	F+A
6	Υ	Pass	No	For	14.2%	267,730,554	85.8%	44,381,225	14.2%	1,529,182	N/A	Proxy	F+A

# The Walt Disney Co.

Meeting Date: 03/07/2019 Country: USA Primary Security ID: 254687106 Meeting ID: 1290417 **Record Date:** 01/07/2019 Meeting Type: Annual Ticker: DIS **Primary CUSIP:** 254687106 Primary ISIN: US2546871060 Primary SEDOL: 2270726 Proxy Level: 3 Earliest Cutoff Date: 03/06/2019 Shares Voted: 616,580 Votable Shares: 616,580 \*Shares on Loan: 0 Shares Instructed: 616,580 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Susan E. Arnold	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nor	minees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee	es is warranted.									
1b	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nor	minees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominee	es is warranted.									
1c	Elect Director Safra A. Catz	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nor	minees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee	es is warranted.									
1d	Elect Director Francis A. deSouza	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nor	minees is warranto	ed.								
	Blended Rationale: A vote FOR the director nomined	es is warranted.									
1e	Elect Director Michael Froman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nor	minees is warranto	ed.								
	Blended Rationale: A vote FOR the director nominee	es is warranted.									
1f	Elect Director Robert A. Iger	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nor	minees is warranto	ed.								

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# The Walt Disney Co.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1g	Elect Director Maria Elena Lagomasino	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Mark G. Parker	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Derica W. Rice	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	programs, particularly on the heels of such a large speci- increased for the year in review and is expected to furth the committee granted him time-based stock options an performance-based awards made last year.  Blended Rationale: A vote AGAINST this proposal is wan equity grant to improve the performance criteria for the retain performance criteria. In addition, there are ongoir programs, particularly on the heels of such a large speci- increased for the year in review and is expected to furth the committee granted him time-based stock options an										
4	performance-based awards made last year.  Perport on Lobbying Payments and Policy	SH	Voc	Against	For		For	For	Voc	No	No
7	Report on Lobbying Payments and Policy  Voting Policy Rationale: A vote FOR this proposal is warn policies and oversight mechanisms, along with its trade better assess the risks and benefits associated with the	ranted, as add association m	emberships	and payments,	would help sha	-	For	For	Yes	No	No
	Blended Rationale: A vote FOR this proposal is warrante and oversight mechanisms, along with its trade associate the risks and benefits associated with the company's par	ion membersh	nips and pay	ments, would i		•	s				
5	Assess Feasibility of Cyber Security and Data Privacy as a Performance Measure for Senior Executive Compensation	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn comprehensive disclosure describing how risks related to				-						
	Blended Rationale: A vote FOR this proposal is warrante comprehensive disclosure describing how risks related to										



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# The Walt Disney Co.

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	03/04/2019	rpestana	03/04/2019	616,580	616,580
						Total Shares:	616,580	616,580

### **Meeting Results**

Outstanding Shares Voted: 1,490,678,790

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.8%	1,016,313,167	98.2%	18,633,480	1.8%	3,126,203	N/A	Proxy	F+A
1b	Υ	Pass	No	For	2.7%	1,006,640,393	97.3%	28,366,727	2.7%	3,065,730	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.7%	1,028,217,392	99.3%	7,222,047	0.7%	2,633,411	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.7%	1,028,337,615	99.3%	7,049,964	0.7%	2,685,271	N/A	Proxy	F+A
1e	Υ	Pass	No	For	0.4%	1,031,435,603	99.6%	3,860,635	0.4%	2,776,612	N/A	Proxy	F+A
1f	Υ	Pass	No	For	3.9%	991,819,385	96.1%	40,139,038	3.9%	6,114,427	N/A	Proxy	F+A
1g	Υ	Pass	No	For	5.9%	974,158,105	94.1%	61,365,802	5.9%	2,548,943	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.4%	1,031,270,156	99.6%	4,083,759	0.4%	2,718,935	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.4%	1,031,490,074	99.6%	3,900,886	0.4%	2,681,890	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.2%	1,261,784,032	96.8%	38,433,719	2.9%	3,404,409	0.3%	Proxy	F+A+AB
3	Υ	Pass	No	For	43.4%	587,626,800	56.6%	413,891,585	39.9%	36,554,465	3.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	39.8%	404,451,360	39.0%	625,294,989	60.2%	8,326,501	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	27.5%	275,073,381	26.5%	752,564,941	72.5%	10,434,528	1.0%	Proxy	F+A+AB

# Goldcorp, Inc.

Meeting Date: 04/04/2019	Country: Canada	Primary Security ID: 380956409	<b>Meeting ID:</b> 1292687
Record Date: 02/22/2019	Meeting Type: Special	Ticker: G	
Primary CUSIP: 380956409	Primary ISIN: CA3809564097	Primary SEDOL: 2676302	Proxy Level: 5



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# Goldcorp, Inc.

Earliest Cu Total Ballo	Shares Voted: 1,760,540 Ballots: 1 Voting Policy: ISS			, ,			*Shares on L Additional Po		Shares Instructed: 1,760,540			
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Acquisition by Newmo	ont Mining	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		rpestana	03/29/2019	rpestana	03/29/2019		1,760,540		1,760,540
								Total Shares		1,760,540		1,760,540

### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.9%	518.021.144	97.1%	15,471,576	2.9%	N/A	N/A	Proxy	F+A

# **Lennar Corporation**

Meeting Date: 04/10/2019 Record Date: 02/12/2019	Country: USA Meeting Type: Annual	Primary Security ID Ticker: LEN	: 526057104	Meeting ID: 1300529
<b>Primary CUSIP:</b> 526057104	<b>Primary ISIN:</b> US5260571048	Primary SEDOL: 251192	20	Proxy Level: 3
Earliest Cutoff Date: 04/09/2019	Shares Voted: 191,000	Votable Shares: 191,000	*Shares on Loan: 0	Shares Instructed: 191,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Rick Beckwitt	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director Irving Bolotin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director Steven L. Gerard	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								

Blended Rationale: A vote FOR the director nominees is warranted.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Lennar Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Director Tig Gilliam	Mgmt	Yes	For	For	<u> </u>	For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	od.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Sherrill W. Hudson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Jonathan M. Jaffe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Sidney Lapidus	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Teri P. McClure	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Stuart Miller	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Armando Olivera	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.11	Elect Director Jeffrey Sonnenfeld	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.12	Elect Director Scott Stowell	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify Deloitte & Touche LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Lennar Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Require a Majority Vote for the Election of Directors	SH	Yes	Against	For		For	Against	No	Yes	Yes

Voting Policy Rationale: A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.

Blended Rationale: A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.

### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	04/04/2019	rpestana	04/04/2019	191,000	191,000
						Total Shares:	191,000	191,000

### **Meeting Results**

Outstanding Shares Voted: 663,386,189 Results Available: Full

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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	1.3%	570,415,290	98.7%	7,280,127	1.3%	0	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	3.5%	557,292,291	96.5%	20,403,126	3.5%	0	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	9.0%	525,729,999	91.0%	51,965,418	9.0%	0	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	5.4%	546,499,145	94.6%	31,196,272	5.4%	0	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	5.2%	547,802,540	94.8%	29,892,877	5.2%	0	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	1.0%	572,019,233	99.0%	5,676,184	1.0%	0	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	2.7%	562,315,356	97.3%	15,380,061	2.7%	0	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	5.4%	546,522,024	94.6%	31,173,393	5.4%	0	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.1%	571,623,217	98.9%	6,072,200	1.1%	0	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.7%	573,833,239	99.3%	3,862,178	0.7%	0	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	3.7%	556,287,272	96.3%	21,408,145	3.7%	0	N/A	Proxy	F+A
1.12	Υ	Pass	No	For	0.8%	573,113,221	99.2%	4,582,196	0.8%	0	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.5%	613,249,499	99.5%	3,228,523	0.5%	250,863	N/A	Proxy	F+A
3	Υ	Pass	No	For	13.6%	495,694,973	86.4%	78,147,146	13.6%	3,853,298	N/A	Proxy	F+A
4	Υ	Fail	No	Against	44.1%	253,167,974	44.1%	320,409,756	55.9%	4,117,687	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Celgene Corporation**

Meeting Date: 04/12/2019

Country: USA

Primary Security ID: 151020104

Meeting ID: 1298112

Meeting Type: Special

Ticker: CELG

Primary SEDOL: 2182348

Proxy Level: 5

**Primary CUSIP:** 151020104

Record Date: 03/01/2019

**Primary ISIN:** US1510201049

Votable Shares: 681,459

\*Shares on Loan: 0

Shares Instructed: 681,459

**Earliest Cutoff Date:** 04/11/2019 **Total Ballots:** 2 Shares Voted: 681,459 Voting Policy: ISS

Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Merger Agreement	Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Golden Parachutes	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

Voting Policy Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

Blended Rationale: A vote AGAINST this proposal is warranted. Although NEOs' severance and equity treatment do not raise significant concerns, two NEOs are eligible for problematic excise tax gross-ups. Such gross-ups are out of line with prevailing market practice.

### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Instructed	Auto-Instructed	04/17/2019		Unknown	371,830	371,830
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	04/03/2019	rpestana	04/03/2019	309,629	309,629
			_			Total Shares:	681,459	681,459

### **Meeting Results**

Outstanding Shares Voted: 702,450,444

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	1.6%	494,440,887	70.4%	10,074,889	1.4%	1,431,270	0.2%	Proxy	Capital Represented
2	Y	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Proxy	F+A+AB
3	Υ	Fail	No	For	62.2%	183,816,760	37.8%	302,677,427	62.2%	19,452,859	N/A	Proxy	F+A

### Vivendi SA

 Meeting Date: 04/15/2019
 Country: France
 Primary Security ID: F97982106
 Meeting ID: 1299082

 Record Date: 04/10/2019
 Meeting Type: Annual/Special
 Ticker: VIV

 Primary CUSIP: F97982106
 Primary ISIN: FR0000127771
 Primary SEDOL: 4834777
 Proxy Level: N/A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Farliest Cutoff Date: 04/08/2019 Shares Voted: 787.030 Votable Shares: 787.030 \*Shares on Loan: 0 Shares Instructed: 787,030 Total Ballots: 1 Voting Policy: ISS Additional Policy: Vote Vote Vote Votable Additional Against Against Against Proposal Voting Vote ISS Rec **Policy Rec Policy Rec** Number **Proposal Text** Proponent Proposal Mgmt Rec Instruction Mgmt Policy ISS **Ordinary Business** Mgmt No Approve Financial Statements and Statutory Mgmt Yes For For For No No No Reports Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. Approve Consolidated Financial Statements For For For For Nο Nο Nο Mamt Yes and Statutory Reports Voting Policy Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. Blended Rationale: Votes FOR the approval of the annual accounts are warranted due to the unqualified auditors' opinion and lack of concerns. 3 Approve Auditors' Special Report on Mamt Yes For Against Against For No Yes Yes Related-Party Transactions Mentioning the Absence of New Transactions Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to: \* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20). Blended Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised: \* Triagering events do not exclude the case of a non-renewal of the management chairman mandate, The main reason for support is that: \* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20). Approve Allocation of Income and Dividends Mamt For For Nο Nο Nο of EUR 0.50 per Share 5 Approve Compensation of Vincent Bollore, Mamt Yes For No For For For No No Chairman of the Supervisory Board Until April 19, 2018



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Approve Compensation of Yannick Bollore, Chairman of the Supervisory Board Since April 19, 2018	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this remune of the group by ISS due to the level and structure of	•									

Voting Policy Rationale: A vote AGAINS1 this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.

Blended Rationale: A vote AGAINST this remuneration report is warranted. Yannick Bollore is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. His remuneration report falls short of good market practice because:\* The company does not provide a compelling explanation for increasing his base salary;\* The company does not explain whether he was entitled to a short-term incentive in FY18;\* The company does not provide a compelling explanation for offering him performance shares in 2018; and\* Performance shares are not included in the remuneration elements that a supervisory board chair is entitled to receive under French law.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Board

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
7	Approve Compensation of Arnaud de Puyfontaine, Chairman of the Management	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because:\* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi Items 10 and 12 (Crepin and Philippe)Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because: \* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance, Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
8	Approve Compensation of Gilles Alix, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Approve Compensation of Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
10	Approve Compensation of Frederic Crepin, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
11	Approve Compensation of Simon Gillham, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
12	Approve Compensation of Herve Philippe, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

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Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
13	Approve Compensation of Stephane Roussel, Management Board Member	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Items 7 (De Puyfontaine) A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi; and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the vear under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Blended Rationale: Items 7 (De Puyfontaine)A vote AGAINST the remuneration report of De Puyfontaine is warranted because: \* The compensatory measures implemented pursuant to the termination of his mandate as executive chairman of Telecom Italia are not supported by any compelling rationale; \* The company has not justified the significant increase in LTIP for this executive; and \* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 8 and 9 (Alix and De Bailliencourt) Votes AGAINST the remuneration reports of Alix and De Bailliencourt are warranted because:\* The remunerations that they receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflict of interests. These are neither properly tackled by the company's procedures nor likely to be balanced out by the remunerations that they receive at Vivendi: and\* Given their executive functions in another listed group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi. Items 10 and 12 (Crepin and Philippe) Votes AGAINST the remuneration reports of Crepin and Philippe are warranted because:\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies. Items 11 and 13 (Gillham and Roussel) Votes AGAINST the remuneration reports of Gillham and Roussel are warranted because:\* The company has not justified the significant increase in LTIP for these executives; and\* Vested LTIPs enabled compensation effects between criteria and vesting for below-benchmark performance. Moreover, given the lack of disclosure for awards granted during the year under review, it cannot be ruled out that their performance conditions suffer from the same deficiencies.

Approve Remuneration Policy for Supervisory Mgmt Yes For Board Members and Chairman

Voting Policy Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Blended Rationale: A vote AGAINST this remuneration policy is warranted. Yannick Bollore, the current supervisory board chairman, is considered as an executive of the group by ISS due to the level and structure of his remuneration, which are comparable to those of the Vivendi's management board members. The level of disclosure regarding his remuneration for FY19 is insufficient.

Against

No

Yes

Yes



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
15	Approve Remuneration Policy for Chairman of the Management Board	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

16 Approve Remuneration Policy for Mgmt Management Board Members

Voting Policy Rationale: Item 15 (management board chairman)A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members)A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by

Against

Against

For

No

Yes

Yes

For

compelling explanations from the company; \* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and \* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Yes

Blended Rationale: Item 15 (management board chairman) A vote AGAINST the remuneration policy of the management board chairman is warranted because:\* The company has not provided a compelling explanation for the increase in his fixed pay; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent. Item 16 (management board members) A vote AGAINST the remuneration policy of management board members is warranted because:\* The remunerations that Alix and de Bailliencourt receive as executives of the Bollore Group, main shareholder of Vivendi, create important conflicts of interests, which are not properly tackled by the company's procedures;\* Given Alix and De Bailliencourt's functions in another group, the company failed to properly demonstrate the link between the activities carried out for Vivendi and the remunerations paid by Vivendi;\* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any compelling explanations from the company;\* The severance arrangements of management board members would enable payments greater than 24 months of last cash compensation; and\* The company has not provided a compelling rationale for modifying the LTIP performance criteria, including the introduction of a criterion based on EPS with a weight of 50 percent.

Vivendi: \* The fixed remuneration and potential bonus of Alix and De Bailliencourt have been doubled for FY19 without any



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
17	Approve Conditional Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
18	Approve Additional Pension Scheme Agreement with Arnaud de Puyfontaine, Chairman of the Management Board	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
19	Approve Additional Pension Scheme Agreement with Gilles Alix, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



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Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Against ISS
20	Approve Additional Pension Scheme Agreement with Cedric de Bailliencourt, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



V-+-

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
21	Approve Additional Pension Scheme Agreement with Frederic Crepin, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
22	Approve Additional Pension Scheme Agreement with Simon Gillham, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Board Member

#### Vivendi SA

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
23	Approve Additional Pension Scheme Agreement with Herve Philippe, Management	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Item 3: Auditors' special reportA vote AGAINST the auditor's special report is warranted because it includes a consulting services agreement providing additional remuneration to Dominique Delport, a supervisory board member qualified as an executive during part of FY18. There is a lack of disclosure regarding his choice as the service provider and the determination of his remuneration for these services. In addition, the terms and conditions of his overall remuneration as executive are not in line with shareholders' interest due to:\* An overall lack of transparency regarding the determination of his remuneration; and\* Delport's membership on Vivendi's remuneration committee. Item 17: Severance agreement with Arnaud de PuyfontaineA vote FOR the severance agreement in favor of De Puyfontaine is warranted although the following concern is raised:\* Triggering events do not exclude the case of a non-renewal of the management chairman mandate. The main reason for support is that:\* The other features of the amended agreement are in line with market standards. Items 18-24: Additional pension schemesVotes FOR these additional pension schemes in favor of the new executives are warranted because the terms of these schemes are not deemed problematic. However, given the serious concerns raised regarding the remuneration policies of Alix and De Bailliencourt, their additional pension schemes warrant qualified support only (Items 19 and 20).



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Vivendi SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
24	Approve Additional Pension Scheme Agreement with Stephane Roussel, Management Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 3: Auditors' special reporta- includes a consulting services agreement providing addit qualified as an executive during part of FY18. There is a determination of his remuneration for these services. In executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's i de PuyfontaineA vote FOR the severance agreement in fr raised:* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension sch of these schemes are not deemed problematic. However, of Alix and De Bailliencourt, their additional pension sche	ional remune. lack of disclo. addition, the to:* An overa remuneration ravor of De Pu non-renewal of agreement al emes in favoi given the se	ration to Do sure regardi terms and c Il lack of tra committee yfontaine is of the mana- re in line with of the new rious concer	minique Delpo ing his choice a conditions of hi insparency reg Item 17: Sever warranted alti gement chairn th market stan wexecutives an ins raised rega	ort, a supervisce as the service is overall remu- arding the det arnce agreeme though the follo an mandate. T dards. Items 18 e warranted be arding the remo	ory board membe provider and the uneration as termination of his ent with Arnaud powing concern is The main reason 8-24: Additional ecause the terms uneration policies					
	Blended Rationale: Item 3: Auditors' special reportA vote a consulting services agreement providing additional ren qualified as an executive during part of FY18. There is a determination of his remuneration for these services. In executive are not in line with shareholders' interest due remuneration; and* Delport's membership on Vivendi's ide PuyfontaineA vote FOR the severance agreement in fraised:* Triggering events do not exclude the case of a for support is that:* The other features of the amended pension schemesVotes FOR these additional pension schof these schemes are not deemed problematic. However, of Alix and De Bailliencourt, their additional pension schemes are not deemed problematic.	nuneration to lack of disclo addition, the to:* An overa- temuneration favor of De Pu- non-renewal of agreement an emes in favon given the severant	Dominique a sure regardi terms and control terms and control terms and control terms are in line with the manage of the new trious concer qualified su	Delport, a suping his choice of the conditions of his parency regitem 17: Seven warranted altigement chairn the market stanning are regardipport only (Items).	ervisory board as the service is overall remu- arding the det ance agreeme hough the folk ann mandate. T dards. Ttems 10 e warranted be e warranted be rung 19 and 20	member provider and the uneration as termination of his ent with Arnaud owing concern is The main reason 8-24: Additional ecause the terms uneration policies		Eor	No	No	No
25	Elect Cyrille Bollore as Supervisory Board Member  Voting Policy Rationale: * Votes FOR the (re)elections of	Mgmt these non-in	Yes dependent i	For nominees are v	For warranted give	en the satisfactor	For	For 	No	No	No
	level of board independence (including all board membe representatives, employee representatives, and employe recommended) and the absence of specific concerns abo	rs: 45.5 perce e shareholde	ent vs 33.3 µ r representa	percent recom ntives (if any):	mended; exclu	iding governmen					
	Blended Rationale: * Votes FOR the (re)elections of thes of board independence (including all board members: 45 representatives, employee representatives, and employee recommended) and the absence of specific concerns abo	5.5 percent vs ee shareholder	33.3 percei r representa	nt recommend tives (if any):	ed; excluding	government	el				
26	Reelect Dominique Delport as Supervisory Board Member	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employee recommended) and the absence of specific concerns about	rs: 45.5 perce e shareholde	ent vs 33.3 µ r representa	percent recom ntives (if any):	mended; exclu	ding governmen					
	Blended Rationale: * Votes FOR the (re)elections of thes of board independence (including all board members: 45 representatives, employee representatives, and employee recommended) and the absence of specific concerns abo	5.5 percent vs ee shareholder	33.3 percei r representa	nt recommend tives (if any):	ed; excluding	government	el				
27	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Vivendi SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruct	Vote Against ion Mgmt	Vote Against Policy	Vote Against ISS
28	Authorize Decrease in Share Cancellation of Repurchased	•	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Specific Buyback P Cancellation of Repurchased	-	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote buyback program is in shareho		is warranted be	ecause the c	ompany faileo	to demonstrate	e that this					
	Blended Rationale: A vote AGA program is in shareholders' int		rranted becaus	se the comp	any failed to d	lemonstrate tha	t this buyback					
30	Authorize Issuance of Equity Securities with Preemptive R Aggregate Nominal Amount of Million	ghts up to	Mgmt	Yes	For	For		For	For	No	No	No
31	Authorize Capitalization of Re EUR 375 Million for Bonus Is in Par Value	•	Mgmt	Yes	For	For		For	For	No	No	No
32	Authorize Capital Issuances f Employee Stock Purchase Pla		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would			•		ease employee <sub>l</sub>	participation to	а				
	Blended Rationale: Votes FOR of ownership that would rema			-		employee partio	cipation to a lev	rel				
33	Authorize Capital Issuances f Employee Stock Purchase Pla Employees of International S	ins for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes level of ownership that would					ease employee <sub>l</sub>	participation to	a				
	Blended Rationale: Votes FOR of ownership that would rema			-		employee partio	cipation to a lev	rel				
34	Approve Change of Corporate Europeenne (SE)	e Form to Societe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	proposals merit votes FC	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	oosals merit votes FOR as	s they are deen	med non-con	ntentious and i	neutral for share	eholders.					
35	Change Company Name to V Amend Bylaws Accordingly	ivendi SE and	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These	proposals merit votes FC	OR as they are	deemed noi	n-contentious	and neutral for	shareholders.					
	Blended Rationale: These prop	oosals merit votes FOR as	s they are deer	med non-cor	ntentious and I	neutral for share	eholders.					
36	Authorize Filing of Required Formalities	Documents/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	04/02/2019	rpestana	04/02/2019		787,030		787,030



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Vivendi SA**

Total Shares: 787,030 787,030

Meeting Results	
Outstanding Shares Voted:	Results Available: Full

utstan	ding Shares \	votea:			Resi	ults Available: Full							
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.3%	935,553,209	99.7%	1,438,387	0.2%	1,440,514	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.3%	935,731,025	99.7%	1,452,315	0.2%	1,248,770	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	30.6%	650,896,878	69.4%	285,364,703	30.4%	1,319,519	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.4%	934,423,871	99.6%	2,744,205	0.3%	1,264,034	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.6%	933,140,339	99.4%	3,964,518	0.4%	1,327,253	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	28.3%	673,239,786	71.7%	264,546,100	28.2%	646,224	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	37.7%	584,285,413	62.3%	353,529,445	37.7%	617,252	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	25.0%	703,696,877	75.0%	234,052,234	24.9%	682,999	0.1%	Poll	F+A+AB
9	Υ	Pass	No	For	25.0%	703,783,257	75.0%	234,057,513	24.9%	591,340	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	23.4%	718,406,530	76.6%	219,413,606	23.4%	611,974	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	23.5%	718,306,121	76.5%	219,527,166	23.4%	598,823	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	23.4%	718,724,632	76.6%	219,099,141	23.3%	608,337	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	23.4%	718,346,984	76.5%	219,447,498	23.4%	637,628	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	28.8%	667,639,640	71.1%	270,179,802	28.8%	612,668	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	25.6%	697,791,314	74.4%	240,042,702	25.6%	598,094	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	27.9%	676,849,241	72.1%	260,955,429	27.8%	627,440	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	3.9%	901,494,593	96.1%	36,115,655	3.8%	611,116	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	4.1%	899,497,852	95.9%	38,115,751	4.1%	607,761	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	4.4%	897,481,318	95.6%	40,199,017	4.3%	751,565	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	4.4%	897,474,143	95.6%	40,170,887	4.3%	786,312	0.1%	Poll	F+A+AB
21	Υ	Pass	No	For	4.0%	900,443,997	96.0%	37,139,740	4.0%	611,375	0.1%	Poll	F+A+AB
22	Υ	Pass	No	For	4.0%	900,692,148	96.0%	36,971,462	3.9%	667,400	0.1%	Poll	F+A+AB
23	Υ	Pass	No	For	4.1%	900,315,485	95.9%	37,466,639	4.0%	609,986	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item Voting Summary Dissident Mgmt Dissent For % Against % Abstain % Result Level For Against Abstain Proposal Proposal Rec Type Υ 4.0% 900,574,717 96.0% 3.9% 651,322 0.1% Poll 24 Pass No For 36,944,883 F+A+AB 25 Υ Pass No For 6.2% 880,458,940 93.8% 57,388,142 6.1% 585,028 0.1% Poll F+A+AB Υ 3.7% 903,328,234 34,516,549 3.7% 587,327 0.1% Poll 26 Pass For 96.3% F+A+AB No 932,739,448 Υ 27 Pass No For 0.6% 99.4% 5,098,612 0.5% 594,050 0.1% Poll F+A+AB Ν 28 Υ No For 0.6% 931,989,496 99.4% 4,221,055 0.5% 1,295,242 0.1% Poll F+A+AB Pass 29 Υ Pass No 32.3% 634,820,017 67.7% 302,021,138 32.2% 664,638 0.1% Poll F+A+AB For 30 Υ 7.8% 864,199,919 92.2% 72,642,140 7.7% 663,734 0.1% Poll F+A+AB Pass No 31 Υ Pass No 7.4% 868,252,234 92.6% 68,582,369 7.3% 671,190 0.1% Poll F+A+AB 32 Υ Pass For 0.5% 932,804,545 99.5% 4,060,558 0.4% 640,690 0.1% Poll F+A+AB No 33 Υ Pass No For 0.5% 933,136,748 99.5% 3,710,491 0.4% 658,554 0.1% Poll F+A+AB Υ 3.7% 902,454,414 3.7% 0.1% Poll 34 Pass No For 96.3% 34,385,203 666,176 F+A+AB 35 Υ Pass No For 4.2% 897,807,477 95.8% 39,036,077 4.2% 662,239 0.1% Poll F+A+AB 36 Υ Pass No For 0.1% 936,423,485 99.9% 422,113 0.0% 660,195 0.1% Poll F+A+AB

## **Adecco Group AG**

-				
Meeting Date: 04/16/2019	Country: Switzerland	Primary Securi	ty ID: H00392318	Meeting ID: 1310250
Record Date:	Meeting Type: Annual	Ticker: ADEN		
Primary CUSIP: H00392318	<b>Primary ISIN:</b> CH0012138605	Primary SEDOL: 7	7110720	Proxy Level: N/A
Earliest Cutoff Date: 04/02/2019	Shares Voted: 155,350	Votable Shares: 155,350	*Shares on Loan: 0	Shares Instructed: 155,350
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Approve Remuneration Report	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2	Approve Allocation of Income and Dividends of CHF 2.50 per Share	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Discharge of Board and Senior Management	Mgmt	Yes	For	For		For	For	No	No	No
4.1	Approve Remuneration of Directors in the Amount of CHF 5.1 Million	Mgmt	Yes	For	For		For	For	No	No	No
4.2	Approve Remuneration of Executive Committee in the Amount of CHF 35 Million	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
5.1.1	Reelect Rolf Doerig as Director and Board Chairman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.1.2	Reelect Jean-Christophe Deslarzes as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.1.3	Reelect Ariane Gorin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.1.4	Reelect Alexander Gut as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a										
5.1.5	Reelect Didier Lamouche as Director	For	No	No	No						
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.1.6	Reelect David Prince as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.1.7	Reelect Kathleen Taylor as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.1.8	Reelect Regula Wallimann as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							
5.2.1	Reappoint Jean-Christophe Deslarzes as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nomine	ees are warrar	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominees a	re warranted o	due to a laci	k of concerns.							



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Adecco Group AG**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5.2.2	Reappoint Kathleen Taylor as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nor	minees are warrai	nted due to	a lack of conce	erns.						
	Blended Rationale: Votes FOR the proposed nominee										
5.2.3	Appoint Didier Lamouche as Member of the Compensation Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the proposed nor										
	Blended Rationale: Votes FOR the proposed nominee	es are warranted	due to a lac	k of concerns.							
5.3	Designate Anwaltskanzlei Keller KLG as Independent Proxy	Mgmt	Yes	For	For		For	For	No	No	No
5.4	Ratify Ernst & Young AG as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Creation of CHF 816,720 Million Pool of Capital without Preemptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
8	Transact Other Business (Voting)	Mgmt	Yes	For	Against		Against	Against	Yes	No	No

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.

Blended 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.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	TRI 282301.001 Confirmed		rpestana	03/29/2019	rpestana	03/29/2019	155,350	155,350
						Total Shares:	155,350	155,350

#### **Meeting Results**

Outstanding Shares Voted:

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.2%	109,370,839	99.8%	118,321	0.1%	92,259	0.1%	Poll	F+A+AB
1.2	Υ	Pass	No	For	13.5%	94,823,481	86.5%	13,985,764	12.8%	772,574	0.7%	Poll	F+A+AB
2	Υ	Pass	No	For	0.0%	109,526,168	99.9%	32,254	0.0%	23,397	0.0%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
3	Y	Pass	No	For	0.9%	108,397,065	99.1%	824,632	0.8%	146,356	0.1%	Poll	F+A+AB
4.1	Υ	Pass	No	For	7.6%	101,301,337	92.4%	8,077,213	7.4%	203,758	0.2%	Poll	F+A+AB
4.2	Y	Pass	No	For	5.4%	103,703,916	94.6%	5,652,035	5.2%	226,657	0.2%	Poll	F+A+AB
5.1.1	Υ	Pass	No	For	14.4%	93,802,542	85.6%	15,654,176	14.3%	125,890	0.1%	Poll	F+A+AB
5.1.2	Υ	Pass	No	For	0.7%	108,774,764	99.3%	688,913	0.6%	118,931	0.1%	Poll	F+A+AB
5.1.3	Υ	Pass	No	For	0.2%	109,380,869	99.8%	83,650	0.1%	118,089	0.1%	Poll	F+A+AB
5.1.4	Υ	Pass	No	For	0.6%	108,908,901	99.4%	554,868	0.5%	118,839	0.1%	Poll	F+A+AB
5.1.5	Y	Pass	No	For	0.6%	108,947,349	99.4%	513,757	0.5%	121,502	0.1%	Poll	F+A+AB
5.1.6	Y	Pass	No	For	9.7%	98,983,777	90.3%	10,475,178	9.6%	123,653	0.1%	Poll	F+A+AB
5.1.7	Y	Pass	No	For	4.2%	104,930,316	95.8%	4,315,550	3.9%	336,742	0.3%	Poll	F+A+AB
5.1.8	Y	Pass	No	For	0.2%	109,350,770	99.8%	113,417	0.1%	118,421	0.1%	Poll	F+A+AB
5.2.1	Y	Pass	No	For	0.9%	108,632,304	99.1%	892,640	0.8%	57,664	0.1%	Poll	F+A+AB
5.2.2	Υ	Pass	No	For	3.2%	106,047,022	96.8%	3,261,501	3.0%	274,085	0.3%	Poll	F+A+AB
5.2.3	Y	Pass	No	For	0.8%	108,694,960	99.2%	801,104	0.7%	86,544	0.1%	Poll	F+A+AB
5.3	Υ	Pass	No	For	0.1%	109,489,831	99.9%	67,004	0.1%	25,773	0.0%	Poll	F+A+AB
5.4	Υ	Pass	No	For	3.4%	105,835,124	96.6%	3,719,261	3.4%	28,223	0.0%	Poll	F+A+AB
6	Υ	Pass	No	For	1.9%	107,481,596	98.1%	2,064,939	1.9%	36,073	0.0%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	109,470,092	99.9%	73,763	0.1%	38,753	0.0%	Poll	F+A+AB
8	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

## **VINCI SA**

Meeting Date: 04/17/2019 Country: France Record Date: 04/15/2019 Meeting Type: Annual		Primary Security Ticker: DG	<b>ID:</b> F5879X108	<b>Meeting ID:</b> 1301008
Primary CUSIP: F5879X108	<b>Primary ISIN:</b> FR0000125486	Primary SEDOL: B1	KH026	Proxy Level: N/A
Earliest Cutoff Date: 04/10/2019	Shares Voted: 108,970	Votable Shares: 108,970	*Shares on Loan: 0	Shares Instructed: 108,970
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec ISS Rec	Additional Voting Policy Rec Policy Rec	Vote Vote Vote Vote Against Against Agains Instruction Mgmt Policy ISS

Ordinary Business Mgmt No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Consolidated Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of the and lack of concerns.	annual accoun	ts are warra	nted due to th	e unqualified a	auditors' opinion					
	Blended Rationale: Votes FOR the approval of the annual lack of concerns.	al accounts are	e warranted	due to the un	qualified auditi	ors' opinion and					
2	Approve Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR the approval of the a and lack of concerns.										
	Blended Rationale: Votes FOR the approval of the annual lack of concerns.	al accounts are	e warranted	due to the un	qualified auditi	ors' opinion and					
3	Approve Allocation of Income and Dividends of EUR 2.67 per Share	Mgmt	Yes	For	For		For	For	No	No	No
4	Reelect Robert Castaigne as Director	Mgmt	Yes	For	For		For	For	No	No	No
	level of board independence (including all board member representatives, employee representatives, and employer recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns trepresentative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.										
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 5 representatives, employee representatives, and employe recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns the absence of specific concerns the representative candidate for the employee shareh votes AGAINST Items 9-11 are warranted given the supgroup and the alternative nature of the election.										
5	Reelect Ana Paula Pessoa as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employer recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns the representative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ee shareholder tems 4 and 6). terns (Items 5 older directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recomp tives (if any): Ithe (re)electivote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted independence	ding governments 50 percent adependent al because the is satisfactory.*	t				

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

group and the alternative nature of the election.

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory level of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): PIC\_RTRI

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Reelect Pascale Sourisse as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employer recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns trepresentative candidate for the employee shareh Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.										
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: 5 representatives, employee representatives, and employe recommended) and the absence of specific concerns (It nominees are warranted in the absence of specific concerns to the employee shareh votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	0.0 percent vs ee shareholdel tems 4 and 6). terns (Items 5 older directors	: 33.3 percei r representa * Votes FOR and 7).* A v hip and the	nt recommende tives (if any): ( Ithe (re)election The roote of toote The roote of the roote of t	ed; excluding g 61.5 percent vs ons of these ind 8 is warranted independence	overnment 50 percent dependent because the is satisfactory.*					
7	Elect Caroline Gregoire Sainte Marie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory evel of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.*  Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.										



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
8	Elect Dominique Muller Joly-Pottuz as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	For		For	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employ recommended) and the absence of specific concerns (1 nominees are warranted in the absence of specific concerns trepresentative candidate for the employee sharef. Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ree shareholder tems 4 and 6). cerns (Items 5 rolder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recomi tives (if any): Ithe (re)electi vote FOR Item level of board	mended; excludences  61.5 percent volumes  60 percent volumes  60 percent  60	ding governments s 50 percent adependent d because the is satisfactory.*	<del>!</del>				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: serpresentatives, employee representatives, and employ recommended) and the absence of specific concerns (1 nominees are warranted in the absence of specific commost representative candidate for the employee sharef. Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.										
9	Elect Francoise Roze as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board member representatives, employee representatives, and employ recommended) and the absence of specific concerns (1 nominees are warranted in the absence of specific concerns trepresentative candidate for the employee shared. Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce ree shareholder tems 4 and 6). cerns (Items 5 rolder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v hip and the	percent recomi tives (if any): Ithe (re)electi vote FOR Item level of board	mended; excludences of these in 8 is warranted independence	ding governmen is 50 percent independent if because the is satisfactory.*	<del>:</del>				
	Blended Rationale: * Votes FOR the (re)elections of the				-	•	e/				

Blended Rationale: \* Votes FOR the (re)elections of these non-independent nominees are warranted given the satisfactory leve of board independence (including all board members: 50.0 percent vs 33.3 percent recommended; excluding government representatives, employee representatives, and employee shareholder representatives (if any): 61.5 percent vs 50 percent recommended) and the absence of specific concerns (Items 4 and 6).\* Votes FOR the (re)elections of these independent nominees are warranted in the absence of specific concerns (Items 5 and 7).\* A vote FOR Item 8 is warranted because the most representative candidate for the employee shareholder directorship and the level of board independence is satisfactory.\* Votes AGAINST Items 9-11 are warranted given the support for the candidate representing the largest employee shareholder group and the alternative nature of the election.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Jarmila Matouskova as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections level of board independence (including all board membrepresentatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific commost representative candidate for the employee sharel Votes AGAINST Items 9-11 are warranted given the sugroup and the alternative nature of the election.	ers: 50.0 perce vee shareholder Items 4 and 6). cerns (Items 5 holder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v ship and the	percent recom hives (if any): R the (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted independence	Iding governments 50 percent andependent and because the eris satisfactory.*	t				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: representatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific concerns representative candidate for the employee sharel Votes AGAINST Items 9-11 are warranted given the sugroup and the alternative nature of the election.										
11	Elect Jean-Charles Garaffa as Representative of Employee Shareholders to the Board	Mgmt	Yes	None	Against		Against	Abstain	No	Yes	Yes
	Voting Policy Rationale: * Votes FOR the (re)elections of level of board independence (including all board membrepresentatives, employee representatives, and employ recommended) and the absence of specific concerns (in nominees are warranted in the absence of specific commost representative candidate for the employee share! Votes AGAINST Items 9-11 are warranted given the suggroup and the alternative nature of the election.	ers: 50.0 perce vee shareholder Items 4 and 6). cerns (Items 5 holder directors	ent vs 33.3 p r representa * Votes FOR and 7).* A v chip and the	percent recom etives (if any): R the (re)elect vote FOR Item level of board	mended; exclu 61.5 percent v ions of these in 8 is warranted independence	iding governments s 50 percent adependent d because the e is satisfactory.*	t				
	Blended Rationale: * Votes FOR the (re)elections of the of board independence (including all board members: representatives, employee representatives, and employ recommended) and the absence of specific concerns (I nominees are warranted in the absence of specific commost representative candidate for the employee sharel Votes AGAINST Items 9-11 are warranted given the sugroup and the alternative nature of the election.	50.0 percent vs vee shareholder Items 4 and 6). cerns (Items 5 holder directors	: 33.3 percent r representa * Votes FOR and 7).* A v ship and the	nt recommend etives (if any): R the (re)electi vote FOR Item level of board	ed; excluding 61.5 percent vions of these in 8 is warranted independence	government vs 50 percent ndependent d because the e is satisfactory.*					
12	Renew Appointment of Deloitte Et Associes as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becau	ise there are no	o concerns r	regarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	here are no con	ncerns regar	ding these pro	posals.						
13	Appoint PricewaterhouseCoopers Audit as Auditor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR is warranted becau	ise there are no	o concerns r	regarding thes	e proposals.						
	Blended Rationale: A vote FOR is warranted because the	here are no con	ncerns regar	ding these pro	posals.						
14	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.6 Million	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **VINCI SA**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Remuneration Policy for Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Compensation of Xavier Huillard, Chairman and CEO	Mgmt	Yes	For	For		For	For	No	No	No
	Extraordinary Business	Mgmt	No								
18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 300 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive in		d as their pro	oposed volume	es respect the r	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive in		their propose	ed volumes res	spect the recon	nmended					
21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive i		d as their pro	oposed volume	es respect the r	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive in		their propose	ed volumes res	spect the recon	nmended					
22	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 150 Million	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive r		d as their pro	oposed volume	es respect the r	recommended					
	Blended Rationale: Votes FOR these authorizations are guidelines for issuances with and without preemptive r		their propose	ed volumes res	spect the recon	nmended					
23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 20-22	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes FOR these authorization guidelines for issuances with and without preemptive in										
	Dies de di Detiene les Meters COD these estheries tiene est										

Blended Rationale: Votes FOR these authorizations are warranted as their proposed volumes respect the recommended

guidelines for issuances with and without preemptive rights.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **VINCI SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
24	Authorize Capital Increase of of Issued Capital for Contribu	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes in guidelines for issuances with an			d as their pr	oposed volum	es respect the i	recommended					
	Blended Rationale: Votes FOR a guidelines for issuances with a			their propos	ed volumes re	espect the recon	mmended					
25	Authorize Capital Issuances for Employee Stock Purchase Plan		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes in plans could increase employee savings-related share purchase local and international Vinci emparticipation has constantly because	participation to a level plans.The main reason ployees;* There is no o	of ownership th ns for support a	nat is not dec re:* These p	emed as an ac plans appear t	cceptable threst o be a key reter	hold for ntion element f					
	Blended Rationale: Votes FOR could increase employee partic share purchase plans. The main international Vinci employees; <sup>3</sup> has constantly been below 10 p	ipation to a level of own reasons for support and There is no evidence of	nership that is r re:* These plans	not deemed appear to l	as an accepta be a key reter	ble threshold fo ntion element fo	or savings-relate or local and					
26	Authorize Capital Issuances for Employee Stock Purchase Plan Employees of International Su	ns Reserved for	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Votes in plans could increase employee savings-related share purchase local and international Vinci emparticipation has constantly been participation of the participation of	participation to a level plans.The main reason ployees;* There is no	of ownership th ns for support a	nat is not dec re:* These p	emed as an ac plans appear t	cceptable threst o be a key reter	hold for ntion element f					
	Blended Rationale: Votes FOR could increase employee partic share purchase plans. The main international Vinci employees; has constantly been below 10 p	ipation to a level of own reasons for support an There is no evidence of	nership that is r re:* These plans	not deemed s appear to l	as an accepta be a key reter	ble threshold fo ntion element fo	or savings-relate or local and					
27	Amend Article 10 of Bylaws R Disclosure Thresholds	e: Shareholding	Mgmt	Yes	For	For		For	For	No	No	No
28	Amend Article 16 of Bylaws to Legal Changes Re: Auditors	Comply with	Mgmt	Yes	For	For		For	For	No	No	No
29	Authorize Filing of Required D Formalities	ocuments/Other	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	03/28/2019	rpestana	03/28/2019		108,970		108,970
								Total Shares	====== 8:	108,970		108,970

### **Meeting Results**

Outstanding Shares Voted:



Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.5%	341,412,411	99.5%	1,112,633	0.3%	550,662	0.2%	Poll	F+A+AB
2	Υ	Pass	No	For	0.2%	342,356,939	99.8%	172,680	0.1%	546,087	0.2%	Poll	F+A+AB
3	Υ	Pass	No	For	0.2%	342,362,296	99.8%	171,527	0.0%	541,883	0.2%	Poll	F+A+AB
4	Υ	Pass	No	For	9.5%	310,647,572	90.5%	31,878,689	9.3%	549,445	0.2%	Poll	F+A+AB
5	Υ	Pass	No	For	4.0%	329,347,590	96.0%	13,178,279	3.8%	549,837	0.2%	Poll	F+A+AB
6	Υ	Pass	No	For	10.0%	308,854,374	90.0%	33,673,480	9.8%	547,852	0.2%	Poll	F+A+AB
7	Υ	Pass	No	For	2.0%	336,288,104	98.0%	6,236,295	1.8%	551,307	0.2%	Poll	F+A+AB
8	Υ	Pass	No	None	N/A	338,396,672	98.6%	4,096,434	1.2%	582,600	0.2%	Poll	F+A+AB
9	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
10	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
11	Υ	Withdrawn	No	None	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	7.3%	317,980,026	92.7%	24,553,010	7.2%	542,670	0.2%	Poll	F+A+AB
13	Υ	Pass	No	For	1.1%	339,135,854	98.9%	3,393,327	1.0%	546,525	0.2%	Poll	F+A+AB
14	Υ	Pass	No	For	1.8%	337,043,390	98.2%	5,472,903	1.6%	559,413	0.2%	Poll	F+A+AB
15	Υ	Pass	No	For	1.8%	336,951,937	98.2%	5,572,245	1.6%	551,524	0.2%	Poll	F+A+AB
16	Υ	Pass	No	For	N/A	313,034,735	N/A	29,488,268	N/A	552,703	N/A	Poll	F+A+AB
17	Υ	Pass	No	For	N/A	318,660,330	N/A	23,855,440	N/A	559,936	N/A	Poll	F+A+AB
	N												
18	Υ	Pass	No	For	0.4%	341,759,990	99.6%	764,646	0.2%	551,070	0.2%	Poll	F+A+AB
19	Υ	Pass	No	For	0.3%	341,949,723	99.7%	568,193	0.2%	557,387	0.2%	Poll	F+A+AB
20	Υ	Pass	No	For	0.9%	340,133,719	99.1%	2,389,600	0.7%	552,387	0.2%	Poll	F+A+AB
21	Υ	Pass	No	For	4.3%	328,487,104	95.7%	14,032,168	4.1%	556,434	0.2%	Poll	F+A+AB
22	Υ	Pass	No	For	6.0%	322,452,732	94.0%	20,020,127	5.8%	602,847	0.2%	Poll	F+A+AB
23	Υ	Pass	No	For	8.4%	314,134,320	91.6%	28,338,074	8.3%	603,312	0.2%	Poll	F+A+AB
24	Υ	Pass	No	For	4.8%	326,574,287	95.2%	15,898,319	4.6%	603,100	0.2%	Poll	F+A+AB
25	Υ	Pass	No	For	1.9%	336,449,321	98.1%	5,778,639	1.7%	847,746	0.2%	Poll	F+A+AB
26	Υ	Pass	No	For	1.9%	336,538,000	98.1%	5,960,408	1.7%	577,298	0.2%	Poll	F+A+AB
27	Υ	Pass	No	For	0.7%	326,048,958	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB



Shares Instructed: 246,900

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
28	Y	Pass	No	For	0.7%	340,797,376	99.3%	1,575,674	0.5%	702,656	0.2%	Poll	F+A+AB
29	Υ	Pass	No	For	0.7%	340.560.103	99.3%	1.557.598	0.5%	958.005	0.3%	Poll	F+A+AB

## **Cigna Corporation**

Earliest Cutoff Date: 04/23/2019

 Meeting Date: 04/24/2019
 Country: USA
 Primary Security ID: 125523100
 Meeting ID: 1308159

 Record Date: 02/25/2019
 Meeting Type: Annual
 Ticker: CI

 Primary CUSIP: 125523100
 Primary ISIN: US1255231003
 Primary SEDOL: BHJ0775
 Proxy Level: 3

Votable Shares: 246,900

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Shares Voted: 246,900

\*Shares on Loan: 0

Vote Vote Vote Voting Votable Additional Proposal Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Yes For 1.1 Elect Director David M. Cordani For For No No Mgmt For No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.2 Elect Director William J. DeLaney Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. Elect Director Eric J. Foss 1.3 Mgmt For For For Yes For Nο Nο Nο Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.4 Elect Director Elder Granger Yes For For For For No No No Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.5 Elect Director Isaiah Harris, Jr. Mgmt Yes For For For Against Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.6 Elect Director Roman Martinez, IV For For For Against Yes Yes Yes Voting Policy Rationale: A vote FOR the director nominees is warranted. Blended Rationale: A vote FOR the director nominees is warranted. 1.7 For Elect Director Kathleen M. Mazzarella For Mgmt Yes For For Nο Nο Nο Voting Policy Rationale: A vote FOR the director nominees is warranted.

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Cigna Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.8	Elect Director Mark B. McClellan	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director John M. Partridge	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director William L. Roper	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.11	Elect Director Eric C. Wiseman	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine										
	Blended Rationale: A vote FOR the director nominees is										
1.12	Elect Director Donna F. Zarcone	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.13	Elect Director William D. Zollars	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Provide Right to Act by Written Consent	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is warn written consent right and a means to act between annual	_	hat it would	provide sharel	nolders with a r	meaningful					
	Blended Rationale: A vote FOR this proposal is warrante consent right and a means to act between annual meeti										
5	Report on Cyber Risk *Withdrawn Resolution*	SH	No								
6	Report on Gender Pay Gap	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is warn	-				formation					

Blended 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.

allowing them to better measure the progress of the company's diversity and inclusion initiatives.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Cigna Corporation**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	dnicoll	04/15/2019	dnicoll	04/15/2019	246,900	246,900
						Total Shares:	246,900	246,900

### **Meeting Results**

Outstanding Shares Voted: 379,672,315

Results Available: Full

			,										
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.5%	318,627,315	99.5%	1,537,724	0.5%	912,609	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	0.3%	319,016,703	99.7%	1,119,532	0.3%	941,413	N/A	Proxy	F+A
1.3	Y	Pass	No	For	0.5%	318,517,679	99.5%	1,619,941	0.5%	940,028	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.4%	318,781,713	99.6%	1,131,555	0.4%	1,164,380	N/A	Proxy	F+A
1.5	Y	Pass	No	For	1.4%	315,686,399	98.6%	4,449,303	1.4%	941,946	N/A	Proxy	F+A
1.6	Y	Pass	No	For	2.9%	310,937,506	97.1%	9,203,261	2.9%	936,881	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.1%	319,563,508	99.9%	391,718	0.1%	1,122,422	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.4%	319,006,318	99.6%	1,138,397	0.4%	932,933	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.0%	316,908,576	99.0%	3,219,963	1.0%	949,109	N/A	Proxy	F+A
1.10	Y	Pass	No	For	0.2%	319,629,753	99.8%	518,742	0.2%	929,153	N/A	Proxy	F+A
1.11	Y	Pass	No	For	2.1%	313,325,186	97.9%	6,813,225	2.1%	939,237	N/A	Proxy	F+A
1.12	Y	Pass	No	For	3.3%	309,600,554	96.7%	10,575,990	3.3%	901,104	N/A	Proxy	F+A
1.13	Y	Pass	No	For	3.7%	308,138,122	96.3%	11,990,029	3.7%	949,497	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	297,576,099	92.7%	22,361,912	7.0%	1,139,637	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	3.2%	333,215,490	96.8%	10,058,575	2.9%	936,187	0.3%	Proxy	F+A+AB
4	Y	Pass	No	Against	63.9%	203,936,877	63.5%	115,899,414	36.1%	1,241,357	0.4%	Proxy	F+A+AB
5	N												
6	Υ	Fail	No	Against	36.7%	112,538,356	35.1%	203,251,671	63.3%	5,287,621	1.6%	Proxy	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## Cleveland-Cliffs, Inc.

 Meeting Date: 04/24/2019
 Country: USA
 Primary Security ID: 185899101
 Meeting ID: 1306012

Record Date: 02/25/2019 Meeting Type: Annual Ticker: CLF

 Primary CUSIP: 185899101
 Primary ISIN: US1858991011
 Primary SEDOL: BYVZ186
 Proxy Level: 3

Earliest Cutoff Date: 04/23/2019 Shares Voted: 2,386,720 Votable Shares: 2,386,720 \*Shares on Loan: 0 Shares Instructed: 2,386,720

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director John T. Baldwin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director Robert P. Fisher, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.3	Elect Director Lourenco Goncalves	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is										
1.4	Elect Director Susan M. Green	Mgmt	Yes	For	For		For	For	No	No	No
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director M. Ann Harlan	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Janet L. Miller	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Joseph A. Rutkowski, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Eric M. Rychel	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## Cleveland-Cliffs, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1.9	Elect Director Michael D. S	iegal	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo	ote FOR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote F	OR the director nominees	is warranted.									
1.10	Elect Director Gabriel Stolia	ar	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo	ote FOR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote F	OR the director nominees	is warranted.									
1.11	Elect Director Douglas C. T	aylor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo	ote FOR the director nomin	ees is warrante	ed.								
	Blended Rationale: A vote F	OR the director nominees	is warranted.									
2	Advisory Vote to Ratify Nar Officers' Compensation	med Executive	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vo adequately addressed share driven by a maximum-level . award remains high relative performance, without a disc \$600,000 without rationale.	holder feedback. However, STI payout. While the STI to peers. Furthermore, pe losed cap in the event TSR	pay magnitude program will ind rformance equit is negative. Fil	e concerns corporate for ty may be e mally, the vo	persisted in the ewer subjective earned for just alue of persona	e most recent p goals in FY19, median relative I aircraft usage	eriod, primari the CEO's tar TSR topped	ly				
	Blended Rationale: A vote A adequately addressed share driven by a maximum-level . award remains high relative performance, without a disc \$600,000 without rationale.	holder feedback. However, STI payout. While the STI to peers. Furthermore, pe losed cap in the event TSR	pay magnitude program will ind rformance equit I is negative. Fil	concerns corporate for ty may be enally, the ve	persisted in the ewer subjective earned for just alue of persona	e most recent p goals in FY19, median relative I aircraft usage	eriod, primarion the CEO's tare TSR topped	,				
3	Ratify Deloitte & Touche LI	_P as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De												
	nal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		dnicoll	04/12/2019	dnicoll	04/12/2019		2,386,720		2,386,720
								Total Shares	:	2,386,720		2,386,720

#### **Meeting Results**

**Outstanding Shares Voted:** 290,568,635 **Results Available:** Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	1.6%	169,322,965	98.4%	2,823,051	1.6%	0	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	1.2%	170,046,726	98.8%	2,099,290	1.2%	0	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	1.5%	169,556,968	98.5%	2,589,048	1.5%	0	N/A	Proxy	F+A



Location(s): All Locations Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.4	Y	Pass	No	For	1.9%	168,868,823	98.1%	3,277,193	1.9%	0	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.8%	170,699,052	99.2%	1,446,964	0.8%	0	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.8%	170,686,426	99.2%	1,459,590	0.8%	0	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.7%	169,289,465	98.3%	2,856,551	1.7%	0	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	1.7%	169,289,221	98.3%	2,856,795	1.7%	0	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	1.6%	169,426,480	98.4%	2,719,536	1.6%	0	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	1.7%	169,281,161	98.3%	2,864,855	1.7%	0	N/A	Proxy	F+A
1.11	Υ	Pass	No	For	2.2%	168,412,895	97.8%	3,733,121	2.2%	0	N/A	Proxy	F+A
2	Υ	Pass	No	For	30.1%	120,248,209	69.9%	50,163,750	29.1%	1,734,057	1.0%	Proxy	F+A+AB
3	Y	Pass	No	For	1.2%	256,284,949	98.8%	2,459,286	0.9%	671,091	0.3%	Proxy	F+A+AB

## **Royal Bank of Scotland Group Plc**

Meeting Date: 04/25/2019 Country: United Kingdom Record Date: 04/23/2019

Meeting Type: Annual

Primary Security ID: G7S86Z172

Ticker: RBS

Meeting ID: 1295964

Primary CUSIP: G7S86Z172

Primary ISIN: GB00B7T77214

Primary SEDOL: B7T7721

Proxy Level: N/A

Earliest Cutoff Date: 04/17/2019

**Shares Voted:** 7,815,000

Votable Shares: 7,815,000

\*Shares on Loan: 0

Shares Instructed: 7,815,000

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Management Proposals	Mgmt	No								
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Special Dividend	Mgmt	Yes	For	For		For	For	No	No	No
5	Re-elect Howard Davies as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns hav	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra										
6	Re-elect Ross McEwan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.										

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Royal Bank of Scotland Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
7	Elect Katie Murray as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
8	Re-elect Frank Dangeard as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
9	Re-elect Alison Davis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra										
10	Elect Patrick Flynn as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is warra										
11	Re-elect Morten Friis as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
12	Re-elect Robert Gillespie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
13	Re-elect Baroness Noakes as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant cor	ncerns have be	een identified.						
14	Re-elect Mike Rogers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
15	Re-elect Mark Seligman as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	ignificant col	ncerns have be	een identified.						
16	Re-elect Dr Lena Wilson as Director	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.											
	Blended Rationale: A vote FOR these candidates is warra										



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Royal Bank of Scotland Group Pic**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	
17	Reappoint Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No	
18	Authorise the Group Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No	
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	ause the pro	oposed amoun	ts and duration	s are within						
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	the propose	ed amounts an	d durations are	e within						
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.											
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	the propose	ed amounts an	d durations are	within						
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	ng Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within mmended limits.										
	Blended Rationale: A vote FOR these resolutions is warra recommended limits.	anted because	the propose	ed amounts an	d durations are	e within						
22	Authorise Issue of Equity in Relation to the Issue of Equity Convertible Notes	Mgmt	Yes	For	For		For	For	No	No	No	
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Equity Convertible Notes (EC ordinary shares, this would result in significant dilution to Such authorities are common proposals at UK banks and conversion into ordinary shares would require the CET1 well beyond the Company's current position and minimu											
Blended Rationale: A vote FOR these resolutions is warranted, although this is not without concern for shareholders:* If the Company were to issue Equity Convertible Notes (ECN) 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 CET1 ratio to fall to a level which would denote significant capital weakness

well beyond the Company's current position and minimum regulatory requirements.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Royal Bank of Scotland Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
23	Authorise Issue of Equity without Rights in Connection with the Is Convertible Notes	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For the Company were to issue Equit ordinary shares, this would result Such authorities are common pro conversion into ordinary shares we well beyond the Company's curre	y Convertible Notes ( in significant dilution posals at UK banks a yould require the CE)	ECN) and a trigg n to non-particip nd are intended 1 ratio to fall to	ger event wating shared to apply in a level which	ere to occur, c holders.The m extreme circu ch would deno	ausing them to ain reasons for mstances only;	convert into support are:* and* The					
	Blended Rationale: A vote FOR the Company were to issue Equity Coordinary shares, this would result Such authorities are common proconversion into ordinary shares well beyond the Company's curre	onvertible Notes (ECN in significant dilution posals at UK banks a yould require the CET	l) and a trigger of to non-particip and are intended I ratio to fall to	event were lating shared to apply in a level which	to occur, causi holders.The mi extreme circui ch would deno	ing them to cor ain reasons for mstances only;	nvert into support are:* and* The	5				
24	Authorise the Company to Call O Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donations Expenditure	and	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
27	Authorise Off-Market Purchase of Shares	of Ordinary	Mgmt	Yes	For	For		For	For	No	No	No
	Shareholder Proposal		Mgmt	No								
28	Establish Shareholder Committe	e	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	etails											
	onal Account Detail Custodian e, IA Number) Account Number		Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	\$	Shares Voted
	PIC_RTRI 282301.001		Confirmed		rpestana	04/03/2019	rpestana	04/03/2019		7,815,000		7,815,000
PIC_RTRI,	<del>-</del>											

#### **Meeting Results**

Outstanding Shares Voted: 48,368,034,468

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.0%	44,302,251,816	100.0%	946,196	0.0%	9,443,332	N/A	Poll	F+A
2	Υ	Pass	No	For	0.8%	43,761,530,456	99.2%	338,658,320	0.8%	212,446,568	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	44,306,536,572	100.0%	4,488,696	0.0%	1,613,904	N/A	Poll	F+A
4	Υ	Pass	No	For	0.0%	44,301,659,792	100.0%	5,491,276	0.0%	5,490,212	N/A	Poll	F+A

## **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
5	Y	Pass	No	For	0.5%	44,111,455,668	99.6%	197,814,468	0.5%	3,371,760	N/A	Poll	F+A
6	Y	Pass	No	For	0.0%	44,294,280,976	100.0%	15,648,632	0.0%	2,703,116	N/A	Poll	F+A
7	Υ	Pass	No	For	0.1%	44,258,634,156	99.9%	49,543,416	0.1%	4,435,972	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	44,287,744,412	100.0%	19,899,728	0.0%	5,004,116	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	44,292,837,532	100.0%	15,274,624	0.0%	4,535,576	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	44,292,566,708	100.0%	15,164,032	0.0%	4,893,184	N/A	Poll	F+A
11	Υ	Pass	No	For	0.0%	44,292,022,880	100.0%	15,735,292	0.0%	4,880,704	N/A	Poll	F+A
12	Υ	Pass	No	For	0.3%	43,994,977,792	99.7%	139,808,484	0.3%	177,853,472	N/A	Poll	F+A
13	Y	Pass	No	For	0.3%	44,176,231,128	99.7%	132,137,332	0.3%	4,215,088	N/A	Poll	F+A
14	Y	Pass	No	For	0.0%	44,288,446,824	100.0%	19,661,604	0.0%	4,479,764	N/A	Poll	F+A
15	Υ	Pass	No	For	0.8%	43,937,503,252	99.2%	369,973,544	0.8%	5,108,572	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	44,292,901,576	100.0%	14,577,928	0.0%	5,003,100	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	44,304,170,260	100.0%	4,652,592	0.0%	3,755,512	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	44,304,714,420	100.0%	4,582,276	0.0%	3,271,852	N/A	Poll	F+A
19	Υ	Pass	No	For	0.5%	44,069,647,904	99.5%	239,545,664	0.5%	3,391,068	N/A	Poll	F+A
20	Υ	Pass	No	For	0.1%	44,259,244,512	99.9%	48,734,308	0.1%	4,605,340	N/A	Poll	F+A
21	Υ	Pass	No	For	1.1%	43,835,658,616	98.9%	472,456,396	1.1%	4,470,880	N/A	Poll	F+A
22	Υ	Pass	No	For	0.4%	44,132,714,156	99.6%	175,836,080	0.4%	4,036,916	N/A	Poll	F+A
23	Y	Pass	No	For	0.4%	44,122,958,532	99.6%	185,634,776	0.4%	4,002,820	N/A	Poll	F+A
24	Υ	Pass	No	For	1.7%	43,564,015,276	98.3%	746,371,776	1.7%	2,188,768	N/A	Poll	F+A
25	Y	Pass	No	For	0.9%	43,894,561,848	99.1%	413,468,068	0.9%	4,516,360	N/A	Poll	F+A
26	Υ	Pass	No	For	0.4%	44,109,448,240	99.6%	194,798,976	0.4%	8,332,660	N/A	Poll	F+A
27	Υ	Pass	No	For	0.1%	14,257,539,460	99.9%	8,631,592	0.1%	8,457,108	N/A	Poll	F+A
	N												
28	Υ	Fail	No	Against	0.7%	319,793,996	0.7%	43,672,774,248	99.3%	319,773,960	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Ocado Group Plc**

 Meeting Date: 05/01/2019
 Country: United Kingdom
 Primary Security ID: G6718L106
 Meeting ID: 1294170

 Record Date: 04/29/2019
 Meeting Type: Annual
 Ticker: OCDO

 Primary CUSIP: G6718L106
 Primary ISIN: GB00B3MBS747
 Primary SEDOL: B3MBS74
 Proxy Level: N/A

Earliest Cutoff Date: 04/25/2019 Shares Voted: 1,125,000 Votable Shares: 1,125,000 \*Shares on Loan: 0 Shares Instructed: 1,125,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Policy	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

Blended Rationale: A vote AGAINST this resolution is considered warranted on account of:\* The proposed framework combines the annual bonus and the LTIP into a single scheme, and the quantum on offer does not adequately discount for the higher certainty of reward due to shorter-term targets;\* The framework includes a VCP, operated as a joint equity scheme. This scheme carries the potential to transfer significant equity value to the CEO and is considered to be more complex and costly to administer than more typical LTIP structures;\* The VCP also includes provision for a retest of performance conditions; and\* The CEO is already a significant shareholder in the business and the additional retentive or motivational effects of this scheme are not well explained.

3 Approve Remuneration Report Mgmt Yes For Against Against For No Yes Yes

Voting Policy Rationale: A vote AGAINST this proposal is warranted:\* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions.\* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full.\* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.

Blended Rationale: A vote AGAINST this proposal is warranted:\* There are concerns around the stretch available under the AIP framework, in particular the targets relating to EBITDA and Ocado Solutions.\* The targets for the LTIP awards granted in 2018 are not disclosed. In addition, a significant portion of the 2016 LTIP awards subject to undisclosed targets vested in full.\* An above-inflationary salary increase awarded to Luke Jensen and no explanation has been provided.



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
4	Re-elect Lord Rose as Director	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these										

AGM.The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019.Item 13:

Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the

Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

5 Re-elect Tim Steiner as Director Mgmt Yes For For For For No No No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
6	Re-elect Duncan Tatton-Brown as Director	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

7 Re-elect Neill Abrams as Director

Mgmt

Yes

For

F

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	vote Against Mgmt	Vote Against Policy	Vote Against ISS	
8	Re-elect Mark Richardson as Director	Mgmt	Yes	For	For		For	For	No	No	No	_

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \*\*Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of: \*\*They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are: \*\*Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of: \*\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Re-elect Luke Jensen as Director

Mgmt

For

Yes

Fo

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
10	Re-elect Jorn Rausing as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

11 Re-elect Ruth Anderson as Director

Mgmt

Yes

For

FO

For

For

No

No

No

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019

AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
12	Re-elect Douglas McCallum as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and \* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

13 Re-elect Andrew Harrison as Director

Mgmt

For

Yes

Against

Against

For

No

Yes

Yes

Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of \*\*Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.

Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:\* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:\* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and\* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:\* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:\* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:\* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Ocado Group Plc**

16

17

18

Auditors

Expenditure

Reappoint Deloitte LLP as Auditors

Authorise Board to Fix Remuneration of

Authorise EU Political Donations and

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
14	Re-elect Emma Lloyd as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 4-9 and 11-15A vote FO identified. Item 10: Re-elect Jorn Rausing as DirectorA without concern for shareholders on account of:* Pote overall Board composition still falls below UK Code recessib-committees is considered to be in line with the recent the Board, effective June and September. Items 11 & 1 candidates is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the NEL Re-elect Andrew HarrisonA vote AGAINST his re-electic Remuneration Committee and serious concerns around	vote FOR this of this of the commendations. commendations 2: re-elect Ruth without concerns around remunds will step down is considered.	andidate is a ence issues h The main re of the UK C h Anderson a n for shareh eneration are from the l d warranted	considered wa have been ider lason for supp lode; and* Fur and Douglas M olders on acco lagain being I Board during to on account of	rranted, altho ntified, on acco ort is:* The co ther changes AcCallumA vota nunt of:* They nighlighted for the course of 2	ugh it is not punt of which the amposition of key are being made to FOR these are both the 2019 and 13: the in the first	,				
	Blended Rationale: Items 4-9 and 11-15A vote FOR the identified. Item 10: Re-elect Jorn Rausing as DirectorA without concern for shareholders on account of:* Pote overall Board composition still falls below UK Code rect sub-committees is considered to be in line with the rect the Board, effective June and September. Items 11 & 1 candidates is considered warranted, although it is not members of the Remuneration Committee and concern AGM. The main reasons for support are:* Both the NELL Re-elect Andrew HarrisonA vote AGAINST his re-electic Remuneration Committee and serious concerns around										
15	Elect Julie Southern as Director Mgmt Yes For For For Abstain  Voting Policy Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not without concern for shareholders on account of:* Potential independence issues have been identified, on account of which the overall Board composition still falls below UK Code recommendations. The main reason for support is:* The composition of key sub-committees is considered to be in line with the recommendations of the UK Code; and* Further changes are being made to the Board, effective June and September. Items 11 & 12: re-elect Ruth Anderson and Douglas McCallumA vote FOR these candidates is considered warranted, although it is not without concern for shareholders on account of:* They are both members of the Remuneration Committee and concerns around remuneration are again being highlighted for the 2019 AGM. The main reasons for support are:* Both the NEDs will step down from the Board during the course of 2019. Item 13: Re-elect Andrew HarrisonA vote AGAINST his re-election is considered warranted on account of:* He is the Chair of the Remuneration Committee and serious concerns around remuneration are again being highlighted for the 2019 AGM.  Blended Rationale: Items 4-9 and 11-15A vote FOR these Directors is warranted as no significant concerns have been identified. Item 10: Re-elect Jorn Rausing as DirectorA vote FOR this candidate is considered warranted, although it is not								Yes	Yes	Yes

Mgmt

Mgmt

Mgmt

Yes

Yes

For

No

No

No

No

No

No

No

No

No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Ocado Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
19	Approve Value Creation Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST the proposed complex and extremely geared with no sufficiently stronscheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to administration.	ng explanation of equity in th	provided ov e Company;	er the retention * The VCP allo	ve or motivation ows for retesting	nal effects of the	e				
	Blended Rationale: A vote AGAINST the proposed Value complex and extremely geared with no sufficiently stronscheme for the Group CEO, who already owns c. 3.4% performance; and* The scheme is expensive to administration.	ng explanation of equity in th	provided ov e Company;	er the retention * The VCP allo	ve or motivation ows for retesting	nal effects of the	e				
20	Approve Annual Incentive Plan	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AGAINST this item is we bonus and the LTIP into a single scheme, and the quarreward due to shorter-term targets.						/				
	Blended Rationale: A vote AGAINST this item is warrandonus and the LTIP into a single scheme, and the quarreward due to shorter-term targets.		-	-							
21	Approve Sharesave Scheme	Mgmt	Yes	For	For		For	For	No	No	No
22	Approve Executive Share Option Scheme	Mgmt	Yes	For	For		For	For	No	No	No
23	Approve the Amendment to the Chairman's Share Matching Award	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this resolution the proposed retrospective amendment.	is warranted l	because:* Ti	here is no con	npelling rationa	le provided for					
	Blended Rationale: A vote AGAINST this resolution is w proposed retrospective amendment.	arranted becau	ıse:* There	is no compelli	ing rationale pro	ovided for the					
24	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	considered wa	arranted as	the proposed a	amounts and d	lurations are					
	Blended Rationale: A vote FOR these resolutions is con- recommended limits.	sidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					
25	Authorise Issue of Equity in Connection with a Rights Issue	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.	considered wa	arranted as	the proposed a	amounts and d	lurations are					
	Blended Rationale: A vote FOR these resolutions is con- recommended limits.	sidered warran	ted as the p	proposed amou	unts and duration	ons are within					
26	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is within recommended limits.										
	Blended Rationale: A vote FOR these resolutions is con- recommended limits.	sidered warran	ted as the p	proposed amou	ınts and duratio	ons are within					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Ocado Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
27	Authorise Issue of Equity Rights in Connection with Other Capital Investment	an Acquisition or	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is considered warranted as the proposed amounts and durations are within recommended limits.  Blended Rationale: A vote FOR these resolutions is considered warranted as the proposed amounts and durations are within											
	Blended Rationale: A vote in recommended limits.	nsidered warrar	nted as the p	proposed amo	unts and duration	ons are within						
28	Authorise Market Purchas	Yes	For	For		For	For	No	No	No		
29	Authorise the Company to Meeting with Two Weeks'		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Sta	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	04/23/2019	rpestana	04/23/2019		1,125,000		1,125,000
								Total Shares	======================================	1,125,000		1,125,000

#### **Meeting Results**

Outstanding Shares Voted: 699,558,324 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	580,935,222	100.0%	686	0.0%	3,734,886	N/A	Poll	F+A
2	Υ	Pass	No	For	24.2%	440,260,450	75.8%	140,813,977	24.2%	3,596,366	N/A	Poll	F+A
3	Υ	Pass	No	For	25.4%	436,208,712	74.6%	148,357,899	25.4%	104,182	N/A	Poll	F+A
4	Υ	Pass	No	For	4.0%	560,587,988	96.0%	23,366,438	4.0%	716,367	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	580,939,810	99.4%	3,709,015	0.6%	21,969	N/A	Poll	F+A
6	Υ	Pass	No	For	0.7%	580,356,117	99.3%	4,291,922	0.7%	22,755	N/A	Poll	F+A
7	Υ	Pass	No	For	0.9%	579,652,618	99.2%	4,995,421	0.9%	22,755	N/A	Poll	F+A
8	Υ	Pass	No	For	0.6%	580,935,985	99.4%	3,712,054	0.6%	22,755	N/A	Poll	F+A
9	Υ	Pass	No	For	0.7%	580,828,501	99.4%	3,818,020	0.7%	24,273	N/A	Poll	F+A
10	Υ	Pass	No	For	4.7%	557,062,604	95.3%	27,562,917	4.7%	45,272	N/A	Poll	F+A
11	Υ	Pass	No	For	5.3%	552,848,289	94.7%	31,129,932	5.3%	692,572	N/A	Poll	F+A
12	Υ	Pass	No	For	4.9%	556,015,564	95.1%	28,609,958	4.9%	45,272	N/A	Poll	F+A
13	Υ	Pass	No	For	17.3%	483,526,341	82.7%	101,114,665	17.3%	29,787	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Voting Dissident Dissent For % Against % Abstain % Result Summary Mgmt Base Proposal Proposal Level For Against Abstain Type Υ 0.4% 582,241,020 0.4% 14 Pass No For 99.6% 2.333.201 45,272 N/A Poll F+A 15 Υ Pass No For 1.1% 567,094,369 98.9% 6,192,725 1.1% 11,383,700 N/A Poll F+A 0.0% 584,564,820 100.0% 90,722 17,252 16 Pass For 0.0% N/A Poll F+A No 17 Υ Pass No For 0.0% 584,645,046 100.0% 11,057 0.0% 14,691 N/A Poll F+A 1.0% 578,940,447 99.0% 1.0% 15,418 Poll 18 Pass No For 5,714,929 N/A F+A Υ For 24.3% 441,098,974 141,406,517 2,165,302 Poll 19 Pass No 75.7% 24.3% N/A F+A 20 No 18.7% 471,886,092 81.3% 108,546,820 18.7% 4,237,881 N/A Poll Υ For 0.5% 581,543,328 99.5% 3,103,855 0.5% 23,610 Poll 21 Pass No N/A F+A 22 No 1.1% 578,319,710 98.8% 6,328,586 1.1% 22,497 N/A Poll F+A 23 Pass For 23.0% 449,872,574 77.0% 134,084,120 23.0% 714,099 N/A Poll F+A No 24 Υ Pass No For 0.8% 579,879,635 99.2% 4,771,650 0.8% 19,509 N/A Poll F+A 25 Pass No For 3.6% 563,415,595 96.4% 21,239,968 3.6% 15,231 N/A Poll F+A 26 Pass No For 0.6% 581,304,750 99.4% 3,346,324 0.6% 19,720 N/A Poll F+A 27 Pass No For 1.8% 574,322,582 98.2% 10,328,491 1.8% 19,720 N/A Poll F+A For 0.3% 583,017,207 99.7% 1,530,070 0.3% 123,516 Poll 28 Pass No N/A F+A 29 1.2% 577,415,280 98.8% 7,241,081 1.2% 14,433 N/A Poll F+A

#### **ArcelorMittal SA**

Meeting Date: 05/07/2019 Country: Luxembourg Primary Security ID: L0302D210 Meeting ID: 1294571 Ticker: MT Record Date: 04/23/2019 Meeting Type: Annual Primary CUSIP: L0302D210 Primary ISIN: LU1598757687 Primary SEDOL: BYPBS67 Proxy Level: N/A Earliest Cutoff Date: 04/30/2019 **Shares Voted:** 1,950,000 Votable Shares: 1,950,000 \*Shares on Loan: 0 Shares Instructed: 1,950,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	Annual Meeting Agenda	Mgmt	No								
1	Receive Board's and Auditor's Reports	Mgmt	No								
I	Approve Consolidated Financial Statements	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

Blended Rationale: A vote FOR these items is warranted due to a lack of concern regarding the accounts presented or audit procedures used.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **ArcelorMittal SA**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
II	Approve Financial Statements	5	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote audit procedures used.	FOR these items is war	rranted due to a	lack of con	ncern regarding	g the accounts ,	presented or					
	Blended Rationale: A vote FOR procedures used.	these items is warrante	ed due to a lack	of concern	regarding the	accounts prese	ented or audit					
III	Approve Allocation of Income of USD 0.20 Per Share	e and Dividends	Mgmt	Yes	For	For		For	For	No	No	No
IV	Approve Remuneration of Dir	rectors	Mgmt	Yes	For	For		For	For	No	No	No
V	Approve Discharge of Directo	ors	Mgmt	Yes	For	For		For	For	No	No	No
VI	Reelect Vanisha Mittal Bhatia	as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su						ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su	•	, ,	,		, ,	s for board					
VII	Reelect Suzanne Nimocks as	Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su						ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su						s for board					
VIII	Reelect Jeannot Krecke as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su						ations for boar	d				
	Blended Rationale: A vote FOR membership;* The board is su	•					s for board					
IX	Reelect Karel De Gucht as Di	rector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote membership;* The board is su	· · · · · · · · · · · · · · · · · · ·					ations for boar	rd				
	Blended Rationale: A vote FOR membership;* The board is su	•		•		, ,	s for board					
Х	Ratify Deloitte as Auditor		Mgmt	Yes	For	For		For	For	No	No	No
XI	Approve Share Plan Grant Un Performance Share Unit Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		dnicoll	04/15/2019	dnicoll	04/15/2019		1,950,000		1,950,000
								Total Shares		1,950,000		1,950,000



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	N												
I	Υ	Pass	No	For	0.2%	703,347,723	99.8%	106,519	0.0%	1,463,232	0.2%	Poll	F+A+AB
II	Υ	Pass	No	For	0.2%	703,344,054	99.8%	105,825	0.0%	1,467,595	0.2%	Poll	F+A+AB
III	Υ	Pass	No	For	0.1%	703,882,242	99.9%	145,761	0.0%	889,471	0.1%	Poll	F+A+AB
IV	Υ	Pass	No	For	2.4%	687,608,283	97.5%	16,411,117	2.3%	898,074	0.1%	Poll	F+A+AB
٧	Υ	Pass	No	For	N/A	693,550,280	N/A	5,682,186	N/A	5,685,008	N/A	Poll	F+A+AB
VI	Υ	Pass	No	For	1.3%	695,616,456	98.7%	2,729,998	0.4%	6,571,020	0.9%	Poll	F+A+AB
VII	Υ	Pass	No	For	1.6%	693,394,030	98.4%	4,443,789	0.6%	7,079,655	1.0%	Poll	F+A+AB
VIII	Υ	Pass	No	For	1.6%	693,647,373	98.4%	4,490,835	0.6%	6,779,266	1.0%	Poll	F+A+AB
IX	Υ	Pass	No	For	1.5%	694,364,102	98.5%	3,980,801	0.6%	6,572,571	0.9%	Poll	F+A+AB
Х	Υ	Pass	No	For	0.7%	699,773,786	99.3%	4,301,042	0.6%	842,646	0.1%	Poll	F+A+AB
XI	Υ	Pass	No	For	5.7%	664,423,105	94.3%	39,552,381	5.6%	941,988	0.1%	Poll	F+A+AB

## **Barrick Gold Corporation**

Meeting Date: 05/07/2019	Country: Canada	Primary Security I	<b>D:</b> 067901108	<b>Meeting ID:</b> 1294774
<b>Record Date:</b> 03/08/2019	Meeting Type: Annual	Ticker: ABX		
<b>Primary CUSIP:</b> 067901108	<b>Primary ISIN:</b> CA0679011084	Primary SEDOL: 2024	544	Proxy Level: 3
Earliest Cutoff Date: 05/02/2019	<b>Shares Voted:</b> 2,574,720	Votable Shares: 2,574,720	*Shares on Loan: 0	Shares Instructed: 2,574,720
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Mark Bristow	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all proposed nominee	S.									
	Blended Rationale: Vote FOR all proposed nominees.										
1.2	Elect Director Gustavo A. Cisneros	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee	5.									

Blended Rationale: Vote FOR all proposed nominees.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Barrick Gold Corporation**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1.3	Elect Director Christopher L. Co	oleman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	PR all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.4	Elect Director J. Michael Evans		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	PR all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.5	Elect Director Brian L. Greensp	un	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	PR all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.6	Elect Director J. Brett Harvey		Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FO	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.7	Elect Director Andrew J. Quinn		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
1.8	Elect Director John L. Thornton	1	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FO	R all proposed nomine	es.									
	Blended Rationale: Vote FOR all	proposed nominees.										
2	Approve PricewaterhouseCoope Auditors and Authorize Board t Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote on Executive Con Approach	mpensation	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	05/03/2019	arussell	05/03/2019		2,574,720		2,574,720
								Total Shares	:	2,574,720		2,574,720

Meeting Ro	esults
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Outstan	ding Shares	Voted:			Result	s Available: Parti	al						
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base



Location(s): All Locations Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.0%	1,109,397,049	99.0%	11,598,583	1.0%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	14.2%	961,728,848	85.8%	159,266,784	14.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	2.1%	1,097,081,966	97.9%	23,913,666	2.1%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.5%	1,115,881,131	99.5%	5,114,501	0.5%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	3.7%	1,080,022,460	96.3%	40,973,172	3.7%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	3.0%	1,086,915,600	97.0%	34,080,032	3.0%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	1.0%	1,109,839,622	99.0%	11,156,010	1.0%	N/A	N/A	Proxy	F+A
1.8	Y	Pass	No	For	5.2%	1,062,563,191	94.8%	58,432,441	5.2%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	7.3%	1,146,541,346	92.7%	90,664,103	7.3%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	7.9%	1,032,046,230	92.1%	88,949,302	7.9%	N/A	N/A	Proxy	F+A

### **Yara International ASA**

Meeting Date: 05/07/2019	Country: Norway	Primary Security ID: R9900C106	Meeting ID: 1280767
	• •	•	•

Meeting Type: Annual Ticker: YAR **Record Date:** 

Primary CUSIP: R9900C106 Primary ISIN: NO0010208051 Primary SEDOL: 7751259 Proxy Level: N/A

Earliest Cutoff Date: 04/29/2019 Shares Voted: 200,000 Votable Shares: 200,000 Shares Instructed: 200,000 \*Shares on Loan: 0

Total Ball	ots: 1 Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Open Meeting; Approve Notice of Meeting and Agenda	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting for	ormalities.									
	Blended Rationale: These are routine meeting forma	lities.									
2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: These are routine meeting for	ormalities.									
	Blended Rationale: These are routine meeting forma	lities.									
3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 6.50 Per Share	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Yara International ASA**

Tara	International ASA										
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Advisory)	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR Item 4.1 is warra with market practice. A vote AGAINST Item 4.2 is war backward-looking performance period.		-		-						
	Blended Rationale: A vote FOR Item 4.1 is warranted market practice. A vote AGAINST Item 4.2 is warranted backward-looking performance period.			-							
4.2	Approve Remuneration Policy And Other Terms of Employment For Executive Management (Binding)	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR Item 4.1 is warra with market practice. A vote AGAINST Item 4.2 is ward backward-looking performance period.		-		-						
	Blended Rationale: A vote FOR Item 4.1 is warranted market practice. A vote AGAINST Item 4.2 is warranted backward-looking performance period.			-							
5	Approve Company's Corporate Governance Statement	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration of Directors in the Amount of NOK 646,000 for the Chairman, NOK 386,000 for the Vice Chairman, and NOK 340,000 for the Other Directors; Approve Committee Fees	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposed fees.	on proposals is v	varranted be	ecause of a lad	ck of concern r	egarding the					
	Blended Rationale: A vote FOR these remuneration prifees.	roposals is warra	nted becaus	se of a lack of	concern regard	ding the propose	ed				
8	Approve Remuneration of Nominating Committee	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these remuneration proposed fees.	on proposals is v	warranted be	ecause of a lad	ck of concern r	egarding the					
	Blended Rationale: A vote FOR these remuneration prifees.	roposals is warra	nted becaus	se of a lack of	concern regard	ding the propose	ed				
9	Amend Articles Re: Board-Related	Mgmt	Yes	For	For		For	For	No	No	No
10	Elect Kimberly Lein-Mathisen, Adele Bugge Norman Pran and Hakon Reistad Fure as New Directors	Mgmt	Yes	For	For		For	For	No	No	No
11	Approve NOK 1.4 Million Reduction in Share Capital via Share Cancellation and Redemption; Amend Articles of Association Accordingly	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	Mgmt	Yes	For	For		For	For	No	No	No

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Yara International ASA**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	04/29/2019	rpestana	04/29/2019	200,000	200,000
						Total Shares:	200,000	200,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	170,410,040	N/A	0	N/A	12,144	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	170,408,479	N/A	800	N/A	0	N/A	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	169,361,645	N/A	1,048,057	N/A	12,482	N/A	Poll	F+A+AB
4.1	Y	Pass	No	For	N/A	168,889,260	N/A	1,517,846	N/A	15,078	N/A	Poll	F+A+AB
4.2	Y	Pass	No	For	N/A	145,758,449	N/A	22,447,223	N/A	2,216,512	N/A	Poll	F+A+AB
5	Y	Pass	No	For	N/A	170,403,463	N/A	3,521	N/A	15,200	N/A	Poll	F+A+AB
6	Υ	Pass	No	For	N/A	169,660,179	N/A	747,194	N/A	14,811	N/A	Poll	F+A+AB
7	Y	Pass	No	For	N/A	170,390,415	N/A	5,615	N/A	26,154	N/A	Poll	F+A+AB
8	Υ	Pass	No	For	N/A	170,390,018	N/A	5,602	N/A	26,564	N/A	Poll	F+A+AB
9	Υ	Pass	No	For	N/A	170,001,284	N/A	408,807	N/A	11,593	N/A	Poll	F+A+AB
10	Υ	Pass	No	For	N/A	165,376,597	N/A	1,324,290	N/A	3,721,297	N/A	Poll	F+A+AB
11	Υ	Pass	No	For	N/A	170,406,311	N/A	5,171	N/A	10,702	N/A	Poll	F+A+AB
12	Υ	Pass	No	For	N/A	167,524,092	N/A	2,886,761	N/A	11,331	N/A	Poll	F+A+AB

# **Kinross Gold Corporation**

Meeting Date: 05/08/2019	Country: Canada	Primary Security ID: 496902404	<b>Meeting ID:</b> 1296063
Record Date: 03/15/2019	Meeting Type: Annual/Special	Ticker: K	
Primary CUSIP: 496902404	<b>Primary ISIN:</b> CA4969024047	Primary SEDOL: B03Z841	Proxy Level: 3



Shares Instructed: 5,095,790

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

Earliest Cutoff Date: 05/03/2019

1.7

1.8

Elect Director J. Paul Rollinson

Elect Director David A. Scott

Board to Fix Their Remuneration

Amend Restricted Share Plan

Approach

Approve KPMG LLP as Auditors and Authorize

Advisory Vote on Executive Compensation

### **Kinross Gold Corporation**

**Shares Voted:** 5,095,790

Total Ballots: 1 Voting Policy: ISS Additional Policy: Vote Vote Vote Votable Additional Voting Vote Against Against Against Proposal **Proposal Text** Proposal Instruction ISS Rec **Policy Rec Policy Rec** Number Proponent Mgmt Rec Mgmt Policy ISS 1.1 Elect Director Ian Atkinson Mgmt Yes For For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.2 Elect Director John A. Brough Mgmt Yes For Withhold Yes Yes Yes Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.3 Elect Director Kerry D. Dyte Mgmt For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.4 Elect Director Ave G. Lethbridge Mgmt Yes For For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.5 Elect Director Catherine McLeod-Seltzer Mgmt Yes For For No No No Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time. 1.6 Elect Director Kelly J. Osborne Mgmt Yes For For For No No No

Votable Shares: 5.095.790

\*Shares on Loan: 0

For

For

For

For

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For

For

For

For

No

No

Nο

No

No

No

No

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No

No

No

No

Nο

No

No

Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Mgmt

Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Mamt

Mgmt

Mgmt

Yes

Yes

Yes

Yes

For

For

For

For

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For

For

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Kinross Gold Corporation**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	05/01/2019	rpestana	05/01/2019	5,095,790	5,095,790
						Total Shares:	5,095,790	5,095,790

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	1.3%	828,058,281	98.7%	11,051,696	1.3%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	12.2%	736,711,093	87.8%	102,398,884	12.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.7%	833,484,366	99.3%	5,625,611	0.7%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.4%	835,496,142	99.6%	3,613,835	0.4%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	6.8%	781,795,781	93.2%	57,314,196	6.8%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.7%	833,256,745	99.3%	5,853,232	0.7%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.6%	833,876,618	99.4%	5,233,359	0.6%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.5%	835,319,636	99.5%	3,790,341	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.5%	922,567,344	99.5%	4,695,862	0.5%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	5.2%	795,330,058	94.8%	43,908,917	5.2%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	24.6%	633,120,686	75.4%	206,123,991	24.6%	N/A	N/A	Proxy	F+A

#### **IMV Inc.**

1.1

Elect Director Andrew Sheldon

Meeting Date: 05/09/2019 Record Date: 04/04/2019	Country: Canada Meeting Type: Annual/Special	Primar Ticker:	<b>y Security ID:</b> 44974L103 IMV		<b>Meeting ID:</b> 1310636			
Primary CUSIP: 44974L103	Primary ISIN: CA44974L1031	Primary		Proxy Level: 3				
Earliest Cutoff Date: 05/06/2019	Shares Voted: 864,250	Votable Shares: 864,250	Share	es Instructe	ed: 864,250			
Total Ballots: 1	Voting Policy: ISS		Additional Po	licy:				
Proposal Number Proposal Text	Proponent	Votable Proposal Mgmt Rec	Additional ISS Rec Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS

For

Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Mgmt

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.

Yes

For

For

For

No

Nο

No

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **IMV Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Agains Policy	Vote Against ISS
1.2	Elect Director James W. Hall		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	e.					
1.3	Elect Director Julia P. Gregory		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	e.					
1.4	Elect Director Frederic Ors		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	e.					
1.5	Elect Director Wayne Pisano		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	e.					
1.6	Elect Director Albert Scardino		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	e.					
1.7	Elect Director Shermaine Tilley		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	е.					
1.8	Elect Director Markus Warmuth	ı	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FC	OR all proposed nomine	ees as no signifi	icant concer	ns have been	identified at this	s time.					
	Blended Rationale: Vote FOR all	proposed nominees as	s no significant	concerns ha	ave been ident	tified at this tim	e.					
2	Approve PricewaterhouseCoop Auditors and Authorize Board t Remuneration		Mgmt	Yes	For	For		For	For	No	No	No
3	Amend Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Stock Option Plan Gra	nnts	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D		C. A. F.			·	<b>D</b> -1	•					
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	05/02/2019	rpestana	05/02/2019		864,250		864,250
								Total Shares	s:	864,250		864,250



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **IMV Inc.**

#### **Meeting Results**

Outstanding Shares Voted: 50,597,306

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	24.7%	19,660,721	75.3%	6,453,596	24.7%	N/A	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	13.2%	22,672,109	86.8%	3,442,209	13.2%	N/A	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	0.1%	26,089,068	99.9%	25,249	0.1%	N/A	N/A	Proxy	F+A
1.4	Υ	Pass	No	For	0.1%	26,090,880	99.9%	23,437	0.1%	N/A	N/A	Proxy	F+A
1.5	Υ	Pass	No	For	0.9%	25,871,567	99.1%	242,750	0.9%	N/A	N/A	Proxy	F+A
1.6	Υ	Pass	No	For	0.1%	26,080,889	99.9%	33,428	0.1%	N/A	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	0.9%	25,867,251	99.1%	247,066	0.9%	N/A	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	0.5%	25,989,068	99.5%	125,249	0.5%	N/A	N/A	Proxy	F+A
2	Υ	Pass	No	For	0.1%	26,794,221	99.9%	24,644	0.1%	N/A	N/A	Proxy	F+A
3	Υ	Pass	No	For	18.6%	21,258,144	81.4%	4,856,173	18.6%	N/A	N/A	Proxy	F+A
4	Υ	Pass	No	For	18.3%	21,336,564	81.7%	4,777,753	18.3%	N/A	N/A	Proxy	F+A

## **Wheaton Precious Metals Corp.**

Meeting Date: 05/09/2019	Country: Canada	Primary Security II	<b>D:</b> 962879102	Meeting ID: 1297855
<b>Record Date:</b> 03/20/2019	Meeting Type: Annual/Special	Ticker: WPM		
Primary CUSIP: 962879102	<b>Primary ISIN:</b> CA9628791027	Primary SEDOL: BF13k	KN5	Proxy Level: 3
Earliest Cutoff Date: 05/06/2019	Shares Voted: 831,370	Votable Shares: 831,370	*Shares on Loan: 0	Shares Instructed: 831,370
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
a1	Elect Director George L. Brack	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee	s as no signific	cant concerr	ns have been id	dentified at this	s time.					
	Blended Rationale: Vote FOR all proposed nominees as	no significant	concerns ha	ve been identii	fied at this time	e.					
a2	Elect Director John A. Brough	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all proposed nominee	s as no signific	cant concerr	ns have been id	dentified at this	time.					

Blended Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Wheaton Precious Metals Corp.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
a3	Elect Director R. Peter Gillin	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all propos	ed nominees as no signifi	icant concer	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ave been identi	ified at this time	e.					
a4	Elect Director Chantal Gosselin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	ed nominees as no signifi	icant concern	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ave been identi	ified at this time	e.					
a5	Elect Director Douglas M. Holtby	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all propos	ed nominees as no signifi	icant concern	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ve been ident	ified at this time	е.					
a6	Elect Director Charles A. Jeannes	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	ed nominees as no signifi	icant concern	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ave been ident	ified at this time	е.					
a7	Elect Director Eduardo Luna	Mgmt	Yes	For	For		For	Withhold	Yes	Yes	Yes
	Voting Policy Rationale: Vote FOR all propos	ed nominees as no signifi	icant concer	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ve been identi	ified at this time	e.					
a8	Elect Director Marilyn Schonberner	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	ed nominees as no signifi	icant concer	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ave been ident	ified at this time	е.					
a9	Elect Director Randy V. J. Smallwood	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Vote FOR all propos	red nominees as no signifi	icant concer	ns have been i	identified at this	s time.					
	Blended Rationale: Vote FOR all proposed no	ominees as no significant	concerns ha	ve been identi	ified at this time	e.					
b	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	Yes	For	For		For	For	No	No	No
С	Advisory Vote on Executive Compensation Approach	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails										
	onal Account Detail Custodian e, IA Number) Account N		tus	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI 282301.00:	L Confirmed		rpestana	05/01/2019	rpestana	05/01/2019		831,370		831,370
							Total Shares	:	831,370		831,370



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
a1	Y	Pass	No	For	4.2%	278,125,184	95.8%	12,139,328	4.2%	N/A	N/A	Proxy	F+A
a2	Υ	Pass	No	For	7.8%	267,610,467	92.2%	22,654,045	7.8%	N/A	N/A	Proxy	F+A
a3	Y	Pass	No	For	9.8%	261,747,140	90.2%	28,517,372	9.8%	N/A	N/A	Proxy	F+A
a4	Y	Pass	No	For	0.2%	289,541,110	99.8%	723,402	0.2%	N/A	N/A	Proxy	F+A
a5	Y	Pass	No	For	6.9%	270,253,706	93.1%	20,010,806	6.9%	N/A	N/A	Proxy	F+A
a6	Y	Pass	No	For	0.6%	288,643,472	99.4%	1,621,040	0.6%	N/A	N/A	Proxy	F+A
a7	Y	Pass	No	For	10.4%	260,173,733	89.6%	30,090,779	10.4%	N/A	N/A	Proxy	F+A
a8	Y	Pass	No	For	0.9%	287,667,742	99.1%	2,596,770	0.9%	N/A	N/A	Proxy	F+A
a9	Y	Pass	No	For	1.3%	286,540,065	98.7%	3,724,447	1.3%	N/A	N/A	Proxy	F+A
b	Υ	Pass	No	For	0.9%	345,813,117	99.1%	3,258,609	0.9%	N/A	N/A	Proxy	F+A
С	Y	Pass	No	For	6.0%	272,953,764	94.0%	17,310,476	6.0%	N/A	N/A	Proxy	F+A

### **Man Group plc**

Meeting Date: 05/10/2019Country: United KingdomPrimary Security ID: G5790V172Meeting ID: 1300996

Record Date: 05/08/2019 Meeting Type: Annual Ticker: EMG

 Primary CUSIP: G5790V172
 Primary ISIN: G800883VD954
 Primary SEDOL: B83VD95
 Proxy Level: N/A

Earliest Cutoff Date: 05/03/2019 Shares Voted: 6,250,000 Votable Shares: 6,250,000 \*Shares on Loan: 0 Shares Instructed: 6,250,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

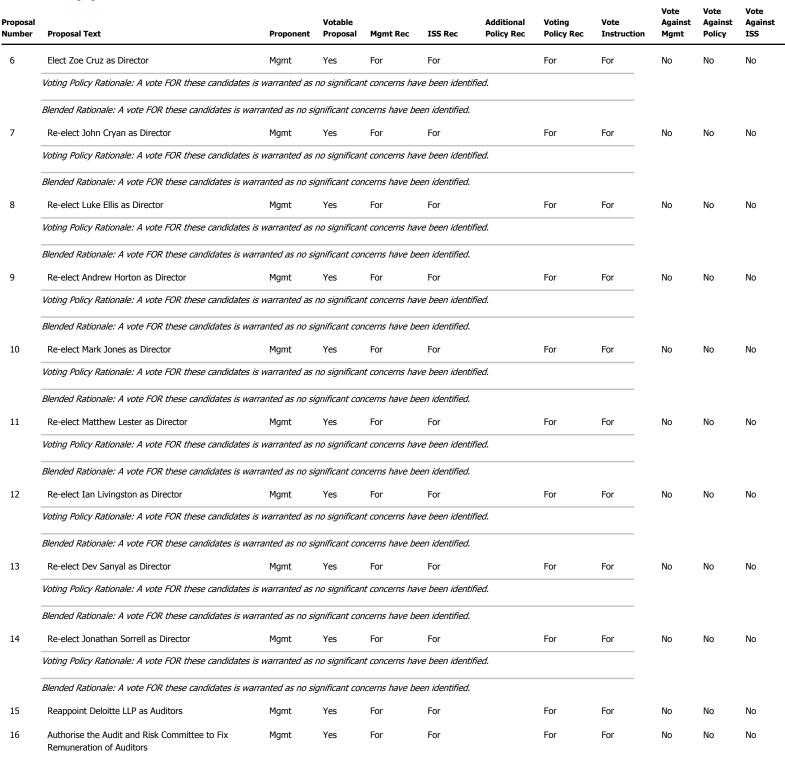
							•				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Re-elect Katharine Barker as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns hav	ve been identifi	ied.					
Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.											
5	Re-elect Richard Berliand as Director	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.											

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Man Group plc**





Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Man Group plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ai	re within					
19	Authorise Issue of Equity with Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	re within					
20	Authorise Issue of Equity with Rights in Connection with an A Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propos	sed amounts a	nd durations ar	re within					
21	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
22	Authorise the Company to Cal Meeting with Two Weeks' Not		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		rpestana	04/30/2019	rpestana	04/30/2019		6,250,000		6,250,000
								Total Shares		6,250,000		6,250,000

#### **Meeting Results**

Outstanding Shares Voted: 1,542,278,975 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	1,091,058,085	100.0%	43,030	0.0%	1,000,367	N/A	Poll	F+A
2	Υ	Pass	No	For	6.4%	1,021,697,914	93.6%	69,956,885	6.4%	434,650	N/A	Poll	F+A
3	Υ	Pass	No	For	0.0%	1,092,086,671	100.0%	9,696	0.0%	5,115	N/A	Poll	F+A
4	Υ	Pass	No	For	0.3%	1,088,782,072	99.7%	2,847,374	0.3%	473,910	N/A	Poll	F+A
5	Υ	Pass	No	For	0.6%	1,085,151,302	99.4%	6,454,474	0.6%	509,613	N/A	Poll	F+A



Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
6	Y	Pass	No	For	0.3%	1,088,761,569	99.7%	2,836,732	0.3%	505,055	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	1,087,284,694	99.6%	4,310,396	0.4%	508,266	N/A	Poll	F+A
8	Υ	Pass	No	For	0.3%	1,088,489,324	99.7%	3,455,386	0.3%	158,646	N/A	Poll	F+A
9	Υ	Pass	No	For	0.6%	1,084,583,773	99.4%	7,012,919	0.6%	506,664	N/A	Poll	F+A
10	Υ	Pass	No	For	1.1%	1,079,457,036	98.9%	12,131,470	1.1%	514,850	N/A	Poll	F+A
11	Y	Pass	No	For	0.4%	1,087,436,828	99.6%	4,139,105	0.4%	527,423	N/A	Poll	F+A
12	Υ	Pass	No	For	8.7%	996,620,722	91.3%	94,778,693	8.7%	703,941	N/A	Poll	F+A
13	Y	Pass	No	For	0.3%	1,088,383,346	99.7%	3,210,014	0.3%	509,996	N/A	Poll	F+A
14	Y	Pass	No	For	0.4%	1,087,736,677	99.7%	3,859,889	0.4%	506,790	N/A	Poll	F+A
15	Y	Pass	No	For	0.0%	1,091,533,959	100.0%	438,211	0.0%	131,186	N/A	Poll	F+A
16	Υ	Pass	No	For	0.1%	1,090,532,754	99.9%	1,460,076	0.1%	110,526	N/A	Poll	F+A
17	Υ	Pass	No	For	0.6%	1,085,235,175	99.4%	6,703,738	0.6%	164,443	N/A	Poll	F+A
18	Υ	Pass	No	For	13.7%	942,498,662	86.3%	149,547,668	13.7%	57,026	N/A	Poll	F+A
19	Υ	Pass	No	For	12.2%	958,648,843	87.8%	133,366,678	12.2%	87,835	N/A	Poll	F+A
20	Υ	Pass	No	For	22.1%	851,200,006	78.0%	240,804,931	22.1%	98,419	N/A	Poll	F+A
21	Υ	Pass	No	For	4.6%	1,040,834,137	95.4%	50,598,876	4.6%	670,343	N/A	Poll	F+A
22	Υ	Pass	No	For	7.5%	1,010,508,574	92.5%	81,561,983	7.5%	32,259	N/A	Poll	F+A

### **Man Group plc**

Primary Security ID: G5790V172 Meeting Date: 05/10/2019 Country: United Kingdom Meeting ID: 1324547

Meeting Type: Special Ticker: EMG **Record Date:** 05/08/2019

Primary CUSIP: G5790V172 Primary ISIN: GB00B83VD954 Primary SEDOL: B83VD95 Proxy Level: N/A

Earliest Cutoff Date: 05/03/2019 **Shares Voted:** 6,250,000 Votable Shares: 6,250,000 \*Shares on Loan: 0Shares Instructed: 6,250,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Matters Relating to the Introduction of a New Holding Company	Mgmt	Yes	For	For		For	For	No	No	No
2	Amend Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Reduction of Capital	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Man Group plc**

Rallot	Details

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	04/30/2019	rpestana	04/30/2019	6,250,000	6,250,000
						Total Shares:	6,250,000	6,250,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Votable

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.1%	1,084,445,634	99.9%	1,314,293	0.1%	64,122	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	1,084,448,634	99.9%	1,311,293	0.1%	64,122	N/A	Poll	F+A
3	Υ	Pass	No	For	0.1%	1,084,448,526	99.9%	1,301,646	0.1%	73,877	N/A	Poll	F+A

# **Man Group plc**

Meeting Date: 05/10/2019 Record Date: 05/08/2019	Country: United Kingdom Meeting Type: Court	Primary Securit Ticker: EMG	<b>y ID:</b> G5790V172	<b>Meeting ID:</b> 1324548
Primary CUSIP: G5790V172	Primary ISIN: GB00B83VD954	Primary SEDOL: B	33VD95	Proxy Level: N/A
Earliest Cutoff Date: 05/03/2019	Shares Voted: 6,250,000	Votable Shares: 6,250,000	*Shares on Loan: 0	Shares Instructed: 6,250,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	
				Vote Vote Vote

Additional

Number	Proposal Text		Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS
	Court Meeting		Mgmt	No								
1	Approve Scheme of Arrangemen	t	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	;	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		rpestana	04/30/2019	rpestana	04/30/2019		6,250,000		6,250,000
								Total Shares		6,250,000		6,250,000

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Shares Instructed: 264.401

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base	
1	٧	Pacc	No	For	0.1%	1 005 436 886	99 9%	702 857	0.1%	N/Δ	N/A	Poll	F±Δ	_

#### **Deutsche Post AG**

Earliest Cutoff Date: 05/06/2019

 Meeting Date: 05/15/2019
 Country: Germany
 Primary Security ID: D19225107
 Meeting ID: 1299281

 Record Date:
 Meeting Type: Annual
 Ticker: DPW

 Primary CUSIP: D19225107
 Primary ISIN: DE0005552004
 Primary SEDOL: 4617859
 Proxy Level: N/A

\*Shares on Loan: 0

Votable Shares: 264,401

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Shares Voted: 264.401

Vote Vote Vote Votable Additional Proposal Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal Mgmt Rec ISS Rec Policy Rec Policy Rec Instruction Mamt Policy ISS 1 Receive Financial Statements and Statutory Mgmt No Reports for Fiscal 2018 (Non-Voting) Approve Allocation of Income and Dividends 2 For For For For Nο Nο Mgmt Yes No of EUR 1.15 per Share Approve Discharge of Management Board for No Mgmt Yes For For For No No Fiscal 2018 Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Approve Discharge of Supervisory Board for Yes For For For For No No No Mgmt Fiscal 2018 Voting Policy Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Blended Rationale: Votes FOR these proposals are warranted as there is no evidence that the boards have not fulfilled their fiduciary duties. Ratify PricewaterhouseCoopers GmbH as 5 For Mamt Yes For For For Nο Nο Nο Auditors for Fiscal 2019 Reelect Simone Menne to the Supervisory No 6.1 Mgmt For For For For No No Board Voting Policy Rationale: Votes FOR the proposed nominees are warranted. Blended Rationale: Votes FOR the proposed nominees are warranted. Against 6.2 Reelect Stefan Schulte to the Supervisory Mamt Yes For For For Yes Yes Yes Board Voting Policy Rationale: Votes FOR the proposed nominees are warranted. Blended Rationale: Votes FOR the proposed nominees are warranted. 6.3 Elect Heinrich Hiesinger to the Supervisory Mgmt Yes For For For For Nο Nο Nο Voting Policy Rationale: Votes FOR the proposed nominees are warranted.

Blended Rationale: Votes FOR the proposed nominees are warranted.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations Institution Account(s): PIC\_RTRI

#### **Deutsche Post AG**

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	04/29/2019	rpestana	04/29/2019	264,401	264,401
						Total Shares:	264,401	264,401

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	N												
2	Υ	Pass	No	For	0.1%	815,642,822	99.9%	706,657	0.1%	423,352	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
4	Υ	Pass	No	For	2.6%	795,495,416	97.4%	8,126,819	1.0%	13,119,163	1.6%	Poll	F+A+AB
5	Υ	Pass	No	For	4.9%	776,301,625	95.1%	453,810	0.1%	39,969,776	4.9%	Poll	F+A+AB
6.1	Υ	Pass	No	For	1.1%	807,314,420	98.8%	8,231,297	1.0%	1,192,867	0.1%	Poll	F+A+AB
6.2	Υ	Pass	No	For	14.9%	694,619,650	85.0%	120,847,027	14.8%	1,255,193	0.2%	Poll	F+A+AB
6.3	Υ	Pass	No	For	0.9%	809,076,004	99.1%	6,268,802	0.8%	1,370,522	0.2%	Poll	F+A+AB

#### **Secure Trust Bank Plc**

Meeting Date: 05/15/2019	Country: United Kingdom	Primary Security ID: G8014H102	Meeting ID: 1314531
<b>Record Date:</b> 05/13/2019	Meeting Type: Annual	Ticker: STB	

**Record Date:** 05/13/2019

Primary ISIN: GB00B6TKHP66 Primary CUSIP: G8014H102 Primary SEDOL: B6TKHP6 Proxy Level: N/A

Earliest Cutoff Date: 05/09/2019 Shares Voted: 200,000 Shares Instructed: 200,000 Votable Shares: 200,000 \*Shares on Loan: 0

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Secure Trust Bank Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Re-elect Lord Michael Forsyth as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	,,					
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	· ·					
4	Re-elect Ann Berresford as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	· ·					
5	Re-elect Neeraj Kapur as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	,, ,					
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	· ·					
6	Re-elect Paul Lynam as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No						
	Blended Rationale: A vote FOR the re-election of Lord M. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	. ,					
7	Re-elect Paul Marrow as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No						
	Blended Rationale: A vote FOR the re-election of Lord M. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	,					
8	Re-elect Victoria Stewart as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No						
	Blended Rationale: A vote FOR the re-election of Lord M. Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	Victoria Stew	art and the	election of Ba	roness Lucy No	· ·					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Secure Trust Bank Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Elect Baroness Lucy Neville-Rolfe as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Bar	oness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Bar	oness Lucy Ne						
10	Elect Paul Myers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the re-election of Lo Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Bar	oness Lucy Ne						
	Blended Rationale: A vote FOR the re-election of Lord M Berresford, Neeraj Kapur, Paul Lynam, Paul Marrow and Baroness Neville-Rolfe ) and Paul Myers is warranted be	l Victoria Stew	art and the	election of Bar	oness Lucy Ne						
11	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
12	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
13	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is warr recommended limits.	anted because	e the propos	ed amounts a	nd durations ai	re within					
15	Authorise Issue of Equity in Relation to Additional Tier 1 Securities	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Additional Tier 1 Securities convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals a and* The conversion into ordinary shares would require weakness well beyond the Company's current position a	("AT1 Securitie ant dilution to t UK banks and the CET1 rati	es") and a tra non-particip d are intend to to fall to a	igger event we pating shareho ed to apply in level which w	ere to occur, ca olders.The main extreme circun	ausing them to n reasons for mstances only;					
	Blended Rationale: A vote FOR these resolutions is warn Company were to issue Additional Tier 1 Securities ("AT convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals a and* The conversion into ordinary shares would require weakness well beyond the Company's current position a	1 Securities")  ant dilution to  t UK banks and  the CET1 rati	and a trigge non-particip d are intend to to fall to a	r event were to pating shareho ed to apply in level which w	to occur, causii olders.The maii extreme circui	ng them to n reasons for mstances only;					
16	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted bed	cause the pr	oposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is warn	ranted because	e the propos	ed amounts a	nd durations ar	re within					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **Secure Trust Bank Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise Issue of Equity without Rights in Connection with an Acq Other Capital Investment		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO recommended limits.	R these resolutions is	s warranted bed	cause the p	roposed amoul	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is war	ranted because	the propos	sed amounts a	nd durations ai	re within					
18	Authorise Issue of Equity without Rights in Relation to Additional T Securities		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FO the Company were to issue Addition convert into ordinary shares, this support are:* Such authorities are and* The conversion into ordinary weakness well beyond the Company											
	weakness well beyond the Company's current position and minimum regulatory requirements.  Blended Rationale: A vote FOR these resolutions is warranted, although this is not without concern for shareholders:* If the Company were to issue Additional Tier 1 Securities ("AT1 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 CET1 ratio to fall to a level which would denote significant capital weakness well beyond the Company's current position and minimum regulatory requirements.											
19	Authorise Market Purchase of Or	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise the Company to Call G Meeting with Two Weeks' Notice	eneral	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		200,000		200,000
								Total Shares	<u> </u>	200,000		200,000

#### **Meeting Results**

Outstanding Shares Voted: 18,476,628 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
2	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
3	Y	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
4	Y	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
5	Y	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A



Location(s): All Locations

Institution Account(s): PIC\_RTRI

		-											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
6	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
7	Υ	Pass	No	For	3.1%	15,733,947	96.9%	496,099	3.1%	188	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	16,230,234	100.0%	0	0.0%	0	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	16,230,046	100.0%	188	0.0%	0	N/A	Poll	F+A
10	Υ	Pass	No	For	0.0%	16,230,046	100.0%	0	0.0%	188	N/A	Poll	F+A
11	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
12	Υ	Pass	No	For	0.0%	16,230,162	100.0%	0	0.0%	72	N/A	Poll	F+A
13	Υ	Pass	No	For	0.0%	15,733,875	100.0%	260	0.0%	496,099	N/A	Poll	F+A
14	Υ	Pass	No	For	0.0%	16,229,974	100.0%	188	0.0%	72	N/A	Poll	F+A
15	Υ	Pass	No	For	3.1%	15,733,875	96.9%	496,287	3.1%	72	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	16,229,834	100.0%	328	0.0%	72	N/A	Poll	F+A
17	Υ	Pass	No	For	3.1%	15,733,735	96.9%	496,427	3.1%	72	N/A	Poll	F+A
18	Υ	Pass	No	For	3.1%	15,732,296	96.9%	497,866	3.1%	72	N/A	Poll	F+A
19	Υ	Pass	No	For	3.1%	15,734,063	96.9%	496,099	3.1%	72	N/A	Poll	F+A
20	Υ	Pass	No	For	7.1%	15,078,801	92.9%	1,151,433	7.1%	0	N/A	Poll	F+A

# **Lloyds Banking Group Plc**

Meeting Date: 05/16/2019 Record Date: 05/14/2019	Country: United Kingdom Meeting Type: Annual	Primary Security II Ticker: LLOY	<b>):</b> G5533W248	Meeting ID: 1307816
rimary CUSIP: G5533W248 Primary ISIN: GB0008706128		Primary SEDOL: 08706	12	Proxy Level: N/A
Earliest Cutoff Date: 05/10/2019	<b>Shares Voted:</b> 9,270,000	Votable Shares: 9,270,000	*Shares on Loan: 0	Shares Instructed: 9,270,000

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Elect Amanda Mackenzie as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is warr.	anted as no si	ignificant cor	ncerns have be	en identified.						
3	Re-elect Lord Blackwell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Re-elect Juan Colombas as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
5	Re-elect George Culmer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
6	Re-elect Alan Dickinson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
7	Re-elect Anita Frew as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
8	Re-elect Simon Henry as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
9	Re-elect Antonio Horta-Osorio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
10	Re-elect Lord Lupton as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
11	Re-elect Nick Prettejohn as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ied.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
12	Re-elect Stuart Sinclair as Director	Mgmt	Yes	For	For		For	For	No	No	No
Voting Policy Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.											
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						
13	Re-elect Sara Weller as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significar	nt concerns ha	ve been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant cor	ncerns have be	een identified.						



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Lloyds Banking Group Plc**

recommended limits.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
14	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
15	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
19	Authorise Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	sed amounts a	nd durations ar	re within					
20	Authorise Issue of Equity in Relation to the Issue of Regulatory Capital Convertible Instruments	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the Company were to issue Regulatory Capital Converti convert into ordinary shares, this would result in signific support are:* Such authorities are common proposals a and* The conversion into ordinary shares would require weakness well beyond the Company's current position.	ible Instrument cant dilution to at UK banks an e the CET1 rati	ts and a trigg non-particip d are intend io to fall to a	ger event were pating shareho led to apply in a level which w	e to occur, caus olders.The main extreme circum	sing them to n reasons for mstances only;					
	Blended Rationale: A vote FOR these resolutions is war. Company were to issue Regulatory Capital Convertible into ordinary shares, this would result in significant diluare:* Such authorities are common proposals at UK bar. conversion into ordinary shares would require the CETI well beyond the Company's current position and minim.	Instruments and tion to non-pants and are into the ratio to fall to	nd a trigger of tricipating sifended to ap to a level which	event were to hareholders.Th ply in extreme ch would deno	occur, causing ne main reasons e circumstances	them to conver s for support s only; and* The	ę				
21	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amoui	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	sed amounts a	nd durations ar	re within					
22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR these resolutions is war	ranted because	e the propos	sed amounts a	nd durations ar	re within					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Lloyds Banking Group Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
23	Authorise Issue of Equity without Rights in Relation to the Issue of Capital Convertible Instruments	f Regulatory	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote Foundation of the Company were to issue Regular convert into ordinary shares, this support are:* Such authorities and and the conversion into ordinary weakness well beyond the Company.	latory Capital Convertii would result in signific e common proposals a y shares would require	ble Instrument cant dilution to at UK banks an a the CET1 rati	ts and a trig non-partice d are intend to to fall to a	ger event were ipating shareho ded to apply in a level which w	e to occur, caus olders.The main extreme circum	sing them to n reasons for mstances only;					
	Blended Rationale: A vote FOR the Company were to issue Regulator into ordinary shares, this would nare:* Such authorities are commo conversion into ordinary shares well beyond the Company's curre	ry Capital Convertible i esult in significant dilu on proposals at UK bar Yould require the CET1	Instruments antion to non-painks and are int Tration to fall to	nd a trigger rticipating s rended to ap a level whi	event were to hareholders.Th oply in extreme ich would deno	occur, causing e main reasons circumstances	them to conve s for support s only; and* Th	e				
24	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise Market Purchase of Pr Shares	reference	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call General Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vo	table Shares	5	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		rpestana	05/07/2019	rpestana	05/07/2019		9,270,000		9,270,000

**Total Shares:** 

9,270,000

9,270,000

#### **Meeting Results**

Outstanding Shares Voted: 71,123,428,837 Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.3%	47,785,733,941	99.7%	148,348,350	0.3%	184,438,206	N/A	Poll	F+A
2	Υ	Pass	No	For	0.1%	48,024,736,675	99.9%	68,300,637	0.1%	25,202,188	N/A	Poll	F+A
3	Υ	Pass	No	For	2.1%	47,101,013,054	97.9%	985,874,302	2.1%	31,602,874	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	47,989,682,805	99.8%	96,697,154	0.2%	32,025,658	N/A	Poll	F+A
5	Υ	Pass	No	For	0.4%	47,913,414,373	99.6%	180,278,070	0.4%	24,699,074	N/A	Poll	F+A
6	Υ	Pass	No	For	0.8%	47,684,830,042	99.2%	408,015,680	0.8%	25,428,315	N/A	Poll	F+A
7	Υ	Pass	No	For	0.8%	47,722,800,912	99.2%	369,905,366	0.8%	25,633,847	N/A	Poll	F+A
8	Υ	Pass	No	For	0.7%	47,510,325,705	99.3%	351,758,420	0.7%	256,201,056	N/A	Poll	F+A



Location(s): All Locations

Institution Account(s): PIC\_RTRI

	•	, –											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Υ	Pass	No	For	0.3%	47,963,966,754	99.7%	132,339,055	0.3%	22,330,021	N/A	Poll	F+A
10	Υ	Pass	No	For	0.2%	47,982,423,799	99.8%	112,375,613	0.2%	23,560,196	N/A	Poll	F+A
11	Υ	Pass	No	For	0.9%	47,654,113,281	99.1%	438,628,409	0.9%	25,493,322	N/A	Poll	F+A
12	Υ	Pass	No	For	1.3%	47,379,947,299	98.7%	604,386,297	1.3%	133,960,671	N/A	Poll	F+A
13	Υ	Pass	No	For	0.6%	47,804,630,953	99.4%	288,111,342	0.6%	25,416,211	N/A	Poll	F+A
14	Υ	Pass	No	For	8.0%	43,322,040,325	92.0%	3,790,209,325	8.0%	1,005,742,886	N/A	Poll	F+A
15	Υ	Pass	No	For	0.0%	48,097,859,582	100.0%	12,499,432	0.0%	8,512,008	N/A	Poll	F+A
16	Υ	Pass	No	For	3.3%	46,528,667,731	96.7%	1,565,806,040	3.3%	23,916,920	N/A	Poll	F+A
17	Υ	Pass	No	For	0.9%	47,678,044,910	99.1%	416,376,288	0.9%	23,706,607	N/A	Poll	F+A
18	Υ	Pass	No	For	2.3%	46,864,238,390	97.7%	1,107,633,594	2.3%	146,524,935	N/A	Poll	F+A
19	Υ	Pass	No	For	6.2%	45,121,399,306	93.8%	2,975,136,829	6.2%	21,713,986	N/A	Poll	F+A
20	Υ	Pass	No	For	2.3%	46,935,561,284	97.7%	1,123,708,172	2.3%	58,854,097	N/A	Poll	F+A
21	Υ	Pass	No	For	1.6%	47,313,321,561	98.4%	769,976,251	1.6%	34,688,516	N/A	Poll	F+A
22	Υ	Pass	No	For	5.1%	45,508,011,152	94.9%	2,455,006,275	5.1%	154,964,887	N/A	Poll	F+A
23	Υ	Pass	No	For	3.2%	46,553,830,344	96.8%	1,528,709,445	3.2%	35,417,743	N/A	Poll	F+A
24	Υ	Pass	No	For	1.3%	47,474,944,933	98.7%	601,205,669	1.3%	42,246,360	N/A	Poll	F+A
25	Υ	Pass	No	For	0.2%	47,997,916,108	99.8%	106,103,249	0.2%	14,147,129	N/A	Poll	F+A
26	Υ	Pass	No	For	5.0%	45,710,835,874	95.0%	2,386,234,795	5.0%	20,925,242	N/A	Poll	F+A

#### **Bank of China Limited**

Primary Security ID: Y0698A107 **Meeting Date:** 05/17/2019 Country: China **Meeting ID:** 1316810 **Record Date:** 04/16/2019 Meeting Type: Annual Ticker: 3988 Primary CUSIP: Y0698A107 Primary ISIN: CNE1000001Z5 Primary SEDOL: B154564 Proxy Level: N/A **Shares Voted:** 19,652,000 Earliest Cutoff Date: 05/13/2019 Votable Shares: 19,652,000 \*Shares on Loan: 0 Shares Instructed: 19,652,000 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Additional Proposal Votable Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS

AGM BALLOT FOR HOLDERS OF H SHARES

Mgmt



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Bank of China Limited**

the company's board and committee dynamics.

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve 2018 Work Report of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known statements, a vote FOR these resolutions is warranted		ng the comp	pany's audited	accounts and i	financial					
	Blended Rationale: In the absence of any known issue vote FOR these resolutions is warranted.	es concerning th	e company's	s audited acco	unts and finan	cial statements,	а				
2	Approve 2018 Work Report of Board of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known statements, a vote FOR these resolutions is warranted		ng the comp	any's audited	accounts and i	financial					
	Blended Rationale: In the absence of any known issue vote FOR these resolutions is warranted.	es concerning th	e company's	s audited acco	unts and finan	cial statements,	а				
3	Approve 2018 Annual Financial Report	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known statements, a vote FOR these resolutions is warranted		ng the comp	any's audited	accounts and i	financial					
	Blended Rationale: In the absence of any known issue vote FOR these resolutions is warranted.	es concerning th	e company's	s audited acco	unts and finan	cial statements,	а				
4	Approve 2018 Profit Distribution Plan	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve 2019 Annual Budget for Fixed Assets Investment	Mgmt	Yes	For	For		For	For	No	No	No
6	Approve Ernst & Young Hua Ming LLP as External Auditor	Mgmt	Yes	For	For		For	For	No	No	No
7	Elect Zhang Jiangang as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is we and the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concern	ning the nomined	es				
	Blended Rationale: A vote FOR all nominees is warranthe company's board and committee dynamics.	ted given the al	bsence of an	ny known issue	es concerning t	the nominees an	d				
8	Elect Martin Cheung Kong Liao as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is we and the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concern	ning the nomine	25				
	Blended Rationale: A vote FOR all nominees is warranthe company's board and committee dynamics.	ted given the al	bsence of an	ny known issue	es concerning t	the nominees an	d				
9	Elect Wang Changyun as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is we and the company's board and committee dynamics.	arranted given t	he absence	of any known	issues concerr	ning the nomine	es				
	Blended Rationale: A vote FOR all nominees is warran	ted given the al	bsence of an	ny known issue	es concerning t	the nominees an	nd .				



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
10	Elect Angela Chao as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is ward and the company's board and committee dynamics.	ranted given t	he absence	of any known	issues concern	ing the nominee	25				
	Blended Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.	ed given the al	bsence of an	y known issue	es concerning t	he nominees and	d				
11	Elect Wang Xiquan as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	to the nomin	nees, a vote FC	OR their electio	n is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	nominees,	a vote FOR th	eir election is ı	warranted.					
12	Elect Jia Xiangsen as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	to the nomin	nees, a vote FC	OR their electio	n is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	e nominees,	a vote FOR th	eir election is v	warranted.					
13	Elect Zheng Zhiguang as Supervisor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the absence of any known is	sues relating t	to the nomin	nees, a vote FC	OR their electio	n is warranted.					
	Blended Rationale: In the absence of any known issues	relating to the	e nominees,	a vote FOR th	eir election is I	warranted.					
14	Approve 2017 Remuneration Distribution Plan of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Director and supervisor remune absence of known concerns over director and supervisor warranted.	_	_								
	Blended Rationale: Director and supervisor remuneration of known concerns over director and supervisor remunerations.	_	-				ce				
15	Approve 2017 Remuneration Distribution Plan of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Director and supervisor remune absence of known concerns over director and supervisor warranted.	_	_								
	Blended Rationale: Director and supervisor remuneratio of known concerns over director and supervisor remune	_	-		-		ce				
16	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST the general shi issuance limit exceeds 10 percent.* The company has n				he following:*	The share					
	Blended Rationale: A vote AGAINST the general share is limit exceeds 10 percent.* The company has not specifi			nted for the fo	llowing:* The	share issuance					
17	Approve Issuance of Bonds	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these proposals is v of proceeds.	varranted give	n the reasor	ns stated by th	ne board and ti	he intended use					
	Blended Rationale: A vote FOR these proposals is warra proceeds.										



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Bank of China Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
18	Approve Issuance of Write-down Undated Capital Bonds	Mgmt	Yes	For	For		For	For	No	No	No
Number Proposal Text  18	Voting Policy Rationale: A vote FOR these proposals is w of proceeds.	varranted give	n the reasor	ns stated by the	e board and the	e intended use					
	Blended Rationale: A vote FOR these proposals is warra proceeds.	nted given the	e reasons sta	ated by the boa	ard and the inte	ended use of					
19	Approve Issuance of Qualified Write-down Tier 2 Capital Instruments	Mgmt	Yes	For	For		For	For	No	No	No
19 A T Vo of Ble pro 20 E	Voting Policy Rationale: A vote FOR these proposals is w of proceeds.										
	Blended Rationale: A vote FOR these proposals is warra proceeds.	nted given the	e reasons sta	ated by the boa	ard and the inte	ended use of					
20	Elect Tan Yiwu as Director	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR all nominees is warn and the company's board and committee dynamics.	ranted given ti	he absence o	of any known i	ssues concernii	ng the nominee	25				
	Blended Rationale: A vote FOR all nominees is warrante the company's board and committee dynamics.	ed given the at	sence of an	y known issues	s concerning th	e nominees and	d				
Ballot D	Details										

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	05/10/2019	rpestana	05/10/2019	19,652,000	19,652,000
						Total Shares:	19,652,000	19,652,000

#### **Meeting Results**

Outstanding Shares Voted: 294,387,791,241

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.1%	220,173,705,073	99.8%	82,769,094	0.0%	251,156,272	0.1%	Poll	F+A+AB
2	Υ	Pass	No	For	0.1%	220,173,536,172	99.8%	82,975,094	0.0%	251,119,173	0.1%	Poll	F+A+AB
3	Υ	Pass	No	For	0.1%	220,173,562,950	99.8%	82,767,198	0.0%	251,300,291	0.1%	Poll	F+A+AB
4	Υ	Pass	No	For	0.1%	220,278,003,400	99.9%	15,437,250	0.0%	214,189,789	0.1%	Poll	F+A+AB
5	Υ	Pass	No	For	0.1%	220,277,955,231	99.9%	52,093,843	0.0%	177,581,365	0.1%	Poll	F+A+AB
6	Υ	Pass	No	For	0.3%	219,931,387,579	99.7%	361,732,089	0.2%	214,510,771	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.8%	218,737,589,921	99.2%	1,591,901,242	0.7%	178,139,276	0.1%	Poll	F+A+AB
8	Υ	Pass	No	For	0.1%	220,260,349,083	99.9%	69,571,374	0.0%	177,709,982	0.1%	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
9	Υ	Pass	No	For	0.4%	219,543,451,901	99.6%	786,403,559	0.4%	177,774,979	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	1.5%	217,246,005,826	98.5%	3,083,830,635	1.4%	177,793,978	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	0.2%	219,976,211,730	99.8%	324,710,431	0.1%	206,708,278	0.1%	Poll	F+A+AB
12	Υ	Pass	No	For	0.1%	220,247,919,170	99.9%	53,204,693	0.0%	206,506,576	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	0.1%	220,248,130,774	99.9%	52,988,069	0.0%	206,511,596	0.1%	Poll	F+A+AB
14	Υ	Pass	No	For	0.2%	220,117,266,978	99.8%	212,711,079	0.1%	177,652,382	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	0.3%	219,930,475,384	99.7%	361,934,248	0.2%	215,220,807	0.1%	Poll	F+A+AB
16	Υ	Pass	No	For	9.5%	199,642,263,615	90.5%	20,676,267,491	9.4%	189,099,333	0.1%	Poll	F+A+AB
17	Υ	Pass	No	For	0.1%	220,272,443,167	99.9%	53,447,939	0.0%	181,739,333	0.1%	Poll	F+A+AB
18	Υ	Pass	No	For	0.1%	220,263,674,010	99.9%	54,320,297	0.0%	189,636,132	0.1%	Poll	F+A+AB
19	Υ	Pass	No	For	0.1%	220,263,382,292	99.9%	54,311,621	0.0%	189,936,526	0.1%	Poll	F+A+AB
20	Υ	Pass	No	For	0.9%	218,573,133,526	99.1%	1,745,584,454	0.8%	188,912,459	0.1%	Poll	F+A+AB

### **Ensco plc**

1a

Elect Director J. Roderick Clark

_	<b>Date:</b> 05/20/2019 <b>Date:</b> 03/25/2019	iingdom nnual	Primary Security ID: G3166L100 Ticker: ESV					Meeting ID: 1316247				
Primary C	<b>USIP:</b> G3166L100	Primary ISIN: GB00	BJVJZD68		Primary	SEDOL: BJVJZI	D6		Vote Against Against Agai			
Earliest Co	utoff Date: 05/17/2019	Shares Voted: 1,300 Voting Policy: ISS	),850	Votable Sh	nares: 1,300,850		*Shares on Lo		Share	es Instructe	ed: 1,300,85	)
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction			Vote Against ISS
	Re-elect Directors to Serve U Annual General Meeting of S		Mgmt	No								

For

For

For

For

No

No

No

Voting Policy Rationale: A vote FOR the director nominees in Items 1a-1f and 3a-3e is warranted. Given that the merger with Rowan has completed, the board has withdrawn the nomination of directors in Items 2a-2e and no recommendations for these directors is provided.

Yes

Mgmt

Blended Rationale: A vote FOR the director nominees in Items 1a-1f and 3a-3e is warranted. Given that the merger with Rowan has completed, the board has withdrawn the nomination of directors in Items 2a-2e and no recommendations for these directors is provided.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1b	Elect Director Mary E. Francis	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
1c	Elect Director C. Christopher Gaut	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					_	,				
1d	Elect Director Keith O. Rattie	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
1e	Elect Director Paul E. Rowsey, III	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non-directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
1f	Elect Director Carl G. Trowell	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee Rowan has completed, the board has withdrawn the non directors is provided.					-					
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	,				
	Conditional on the Company Not Having Completed the Rowan Transaction Before the Meeting, To Re-elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders	Mgmt	No								



Vote

Against

Policy

Vote

ISS

Against

Vote

Against

Mgmt

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction
2a	Elect Director Roxanne J. Decyk - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nomin Rowan has completed, the board has withdrawn the no directors is provided.					-	e	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n	
2b	Elect Director Jack E. Golden - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nomin Rowan has completed, the board has withdrawn the no directors is provided.					-	e	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n	
2c	Elect Director Gerald W. Haddock - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nomin Rowan has completed, the board has withdrawn the no directors is provided.					-	e	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n	
2d	Elect Director Francis S. Kalman- withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nomin Rowan has completed, the board has withdrawn the no directors is provided.					-	e	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n	
2e	Elect Director Phil D. Wedemeyer - withdrawn	Mgmt	No					
	Voting Policy Rationale: A vote FOR the director nomin Rowan has completed, the board has withdrawn the no directors is provided.					-	e	
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n	
	Conditional on the Company Having Completed the Rowan Transaction Before the Meeting, To Elect Directors to Serve Until the 2020 Annual General Meeting of Shareholders	Mgmt	No					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3a	Elect Director Thomas Burke	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	7				
3b	Elect Director William E. Albrecht	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in Items 1a-1f and 3a-3e is warranted. Given that the merger with Rowan has completed, the board has withdrawn the nomination of directors in Items 2a-2e and no recommendations for these directors is provided.  Elect Director Suzanne P. Nimocks Mqmt Yes For										
3c	Elect Director Suzanne P. Nimocks	Mgmt	Yes	For	For		For	For	No	No	No
	obting Policy Rationale: A vote FOR the director nominees in Items 1a-1f and 3a-3e is warranted. Given that the merger with Rowan has completed, the board has withdrawn the nomination of directors in Items 2a-2e and no recommendations for these lirectors is provided.										
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.										
3d	Elect Director Thierry Pilenko	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					-	n				
3e	Elect Director Charles L. Szews	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine Rowan has completed, the board has withdrawn the non directors is provided.					-	ę				
	Blended Rationale: A vote FOR the director nominees in has completed, the board has withdrawn the nomination directors is provided.					_	7				
4	Ratify KPMG LLP as US Independent Auditor	Mgmt	Yes	For	For		For	For	No	No	No
5	Appoint KPMG LLP as UK Statutory Auditor	Mgmt	Yes	For	For		For	For	No	No	No
6	Authorize Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
7	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Ensco plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
9	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
10	Authorize Issue of Equity	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	ed amounts ar	nd durations are	e within					
11	Authorize Issue of Equity without Pre-emptive Rights	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.										
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	ed amounts ar	nd durations are	e within					
12	Authorize Issue of Equity without Pre-emptive Rights In Connection with an Acquisition or Specified Capital Investment	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is recommended limits.	warranted be	cause the pr	roposed amour	nts and duration	ns are within					
	Blended Rationale: A vote FOR these resolutions is war recommended limits.	ranted because	e the propos	ed amounts ar	nd durations are	e within					

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	TRI 282301.001 Confirmed		arussell	05/17/2019	arussell	05/17/2019	1,300,850	1,300,850
						Total Shares:	1,300,850	1,300,850

#### **Meeting Results**

Outstanding Shares Voted: 437,388,656 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1a	Υ	Pass	No	For	0.8%	292,115,605	99.2%	2,354,616	0.8%	856,855	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.7%	292,610,113	99.3%	2,096,380	0.7%	620,583	N/A	Proxy	F+A
1c	Υ	Pass	No	For	24.8%	221,348,350	75.2%	73,083,936	24.8%	894,790	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.8%	292,044,563	99.2%	2,387,651	0.8%	894,862	N/A	Proxy	F+A
1e	Y	Pass	No	For	1.7%	289,281,723	98.3%	5,141,352	1.7%	904,001	N/A	Proxy	F+A
1f	Υ	Pass	No	For	1.0%	291,750,700	99.0%	2,928,221	1.0%	648,155	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Voting Summary Dissident Mgmt Dissent For Against % Abstain % Result Level For Against Abstain Proposal Proposal Type Ν 2a Ν Ν 2b 2c Ν 2d Ν 2e Ν Ν 0.6% Υ No For 292,726,628 99.4% 1,874,197 0.6% 726,251 N/A Proxy F+A 3a Pass 3b Pass No For 0.7% 292,657,876 99.3% 1,943,651 0.7% 725,549 N/A Proxy Υ Pass For 0.6% 292,930,046 99.4% 1,717,710 0.6% 679,320 N/A Proxy F+A 3с No 3d Υ Pass No For 1.2% 291,144,366 98.8% 3,477,931 1.2% 704,779 N/A Proxy F+A Υ 0.6% 292,962,487 0.6% 3e Pass No For 99.4% 1,656,123 708,466 N/A Proxy F+A Υ Pass No For 1.8% 354,030,603 98.2% 6,522,690 1.8% 1,150,465 N/A Proxy F+A Pass No For 1.7% 354,446,031 98.3% 6,084,456 1.7% 1,173,271 N/A Proxy F+A Υ 6 For 1.9% 353,777,934 98.1% 6,774,441 1.9% 1,151,383 N/A Proxy Pass No F+A Pass No For 1.8% 288,306,461 98.2% 5,146,156 1.8% 1,874,459 N/A Proxy F+A Υ 286,237,989 8 2.5% Proxy Pass No For 97.5% 7,254,982 2.5% 1,834,105 N/A F+A Pass No 1.0% 355,148,187 99.0% 3,543,152 1.0% 3,012,419 N/A Proxy F+A Υ 20.9% 283,355,840 74,953,925 20.9% 3,393,993 10 Pass No For 79.1% N/A Proxy F+A Υ 11 Pass No For 10.8% 319,661,270 89.2% 38,810,324 10.8% 3,232,164 N/A Proxy F+A 12 Υ 7.8% 330,194,756 92.2% 27,927,358 Pass No For 7.8% 3,581,644 N/A Proxy F+A

## **Ocado Group Plc**

Meeting Date: 05/20/2019 Record Date: 05/16/2019	Country: United Kingdom Meeting Type: Special	Primary Security ID: G6718L106 Ticker: OCDO	<b>Meeting ID:</b> 1330875
Primary CUSIP: G6718L106	Primary ISIN: GB00B3MBS747	Primary SEDOL: B3MBS74	Proxy Level: N/A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Ocado Group Plc**

Earliest Cu	itoff Date: 05/14/2019	Shares Voted: 1,125,00	0	Votable Sh	nares: 1,125,000		*Shares on Lo	<b>an:</b> 0	Share	s Instructe	e <b>d:</b> 1,125,00	)0
Total Ballo	ots: 1	Voting Policy: ISS					Additional Pol	icy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve the M&S Arrangements	Mgmt		Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot State	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Votal	ole Shares	;	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		rpestana	05/09/2019	rpestana	05/09/2019		1,125,000		1,125,000
					_			Total Shares:		1,125,000		1,125,000

### **Meeting Results**

Outstanding Shares Voted: 699,608,797

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	530,850,221	100.0%	5,585	0.0%	124,995	N/A	Poll	F+A

### DowDuPont Inc.

_	<b>Date:</b> 05/23/2019 <b>Pate:</b> 05/01/2019	•				<b>y Security ID</b> DWDP	Meeting ID: 1333857					
Primary C	USIP: 26078J100	Primary ISIN: US260	78J1007		Primary	SEDOL: BYP66	14		Prox	Level: 2		
Earliest Co Total Ballo	utoff Date: 05/22/2019	Shares Voted: 769,32 Voting Policy: ISS	0	Votable Si	hares: 769,320		*Shares on Lo		Share	es Instructe	<b>ed:</b> 769,320	)
Proposal Number	Proposal Text		Votable Proponent Proposal		Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Reverse Stock Split		Mgmt	Yes	For	For		For	For	No	No	No
2	Adjourn Meeting		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		769,320		769,320
								Total Shares:		769,320		769,320

**Meeting Results** 

Outstanding Shares Voted: 2,246,370,461 Results Available: Full



Shares Instructed: 456,140

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	2.7%	1,914,395,130	97.3%	45,345,420	2.3%	7,226,350	0.4%	Proxy	F+A+AB
2	Υ	Pass	No	For	10.4%	1,754,948,995	89.6%	202,990,195	10.4%	9,027,710	N/A	Proxy	F+A

## **Synchrony Financial**

Earliest Cutoff Date: 05/22/2019

 Meeting Date: 05/23/2019
 Country: USA
 Primary Security ID: 87165B103
 Meeting ID: 1320068

 Record Date: 03/28/2019
 Meeting Type: Annual
 Ticker: SYF

 Primary CUSIP: 87165B103
 Primary ISIN: US87165B1035
 Primary SEDOL: BP96PS6
 Proxy Level: 3

\*Shares on Loan: 0

......, **222**... 0. 202200

Votable Shares: 456,140

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Shares Voted: 456,140

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Margaret M. Keane	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1b	Elect Director Paget L. Alves	Mgmt	Yes	For	For		For	For	No	No	No
	ng Policy Rationale: A vote FOR the director nominees is warranted.										
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1c	Elect Director Arthur W. Coviello, Jr.	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1d	Elect Director William W. Graylin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1e	Elect Director Roy A. Guthrie	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1f	Elect Director Richard C. Hartnack	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees	is warranted.									
1g	Elect Director Jeffrey G. Naylor	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomin	nees is warrante	ed.								

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Synchrony Financial**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
1h	Elect Director Laurel J. Richi	e	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot	e FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FC	R the director nominees	is warranted.									
1i	Elect Director Olympia J. Sn	owe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot	te FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FC	R the director nominees	is warranted.									
1j	Elect Director Ellen M. Zane		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vot	e FOR the director nomin	nees is warrante	ed.								
	Blended Rationale: A vote FC	R the director nominees	is warranted.									
2	Advisory Vote to Ratify Nam Officers' Compensation	ed Executive	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify KPMG LLP as Auditors	5	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Petails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	•	otable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	05/13/2019	rpestana	05/13/2019		456,140		456,140
								Total Shares	<u></u>	456,140		456,140

### **Meeting Results**

Outstanding Shares Voted: 691,654,495 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Y	Pass	No	For	0.0%	574,995,290	100.0%	240,585	0.0%	512,521	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.3%	567,984,071	98.7%	7,228,181	1.3%	536,144	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.0%	574,982,581	100.0%	234,969	0.0%	530,846	N/A	Proxy	F+A
1d	Y	Pass	No	For	0.0%	574,265,260	100.0%	219,392	0.0%	1,263,744	N/A	Proxy	F+A
1e	Υ	Pass	No	For	0.0%	574,976,956	100.0%	234,683	0.0%	536,757	N/A	Proxy	F+A
1f	Υ	Pass	No	For	3.8%	553,126,032	96.2%	22,090,392	3.8%	531,972	N/A	Proxy	F+A
1g	Υ	Pass	No	For	1.7%	565,433,435	98.3%	9,783,006	1.7%	531,955	N/A	Proxy	F+A
1h	Υ	Pass	No	For	1.4%	567,392,938	98.6%	7,834,915	1.4%	520,543	N/A	Proxy	F+A
1i	Y	Pass	No	For	1.4%	566,621,557	98.6%	7,871,315	1.4%	1,255,524	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1j	Y	Pass	No	For	1.3%	567,479,945	98.7%	7,736,721	1.3%	531,730	N/A	Proxy	F+A
2	Υ	Pass	No	For	9.8%	502,392,922	90.2%	54,540,276	9.8%	18,815,198	N/A	Proxy	F+A
3	Y	Pass	No	For	0.1%	606,427,530	99.9%	890,070	0.1%	1,319,754	N/A	Proxy	F+A

## **National Oilwell Varco, Inc.**

Meeting Date: 05/28/2019 Country: USA Primary Security ID: 637071101 Meeting ID: 1324499 **Record Date:** 03/29/2019 Ticker: NOV Meeting Type: Annual Primary CUSIP: 637071101 Primary ISIN: US6370711011 Primary SEDOL: 2624486 Proxy Level: 3 Earliest Cutoff Date: 05/24/2019 **Shares Voted:** 1,034,100 Votable Shares: 1,034,100 \*Shares on Loan: 0 Shares Instructed: 1,034,100 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1A	Elect Director Clay C. Williams	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Ha an outside company.* A vote FOR the remaining di			three public b	oards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hackett outside company.* A vote FOR the remaining direct	-		ee public board	s while serving	g as a CEO of an	1				
1B	Elect Director Greg L. Armstrong	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Ha an outside company.* A vote FOR the remaining di	-		•	ooards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hackett outside company.* A vote FOR the remaining direct	-		ee public board	s while serving	g as a CEO of an	7				
1C	Elect Director Marcela E. Donadio	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote AGAINST James Ha an outside company.* A vote FOR the remaining di			three public b	oards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hackett outside company.* A vote FOR the remaining direct	-		ee public board	s while serving	g as a CEO of an	7				
1D	Elect Director Ben A. Guill	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote AGAINST James Ha an outside company.* A vote FOR the remaining di	_		three public b	oards while se	erving as a CEO	of				
	Blended Rationale: * Vote AGAINST James Hackett outside company.* A vote FOR the remaining direct	-		ee public board	s while serving	g as a CEO of an	1				
1E	Elect Director James T. Hackett	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	2 / 2 / 4 / 4 / 4 / 4 / 4 / 4 / 4 / 4 /		.,	., ,,,,							

Voting Policy Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company. \* A vote FOR the remaining director nominees is warranted.

Blended Rationale: \* Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of an outside company.\* A vote FOR the remaining director nominees is warranted.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **National Oilwell Varco, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1F	Elect Director David D. Harriso	on	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote an outside company.* A vote F		-		•	boards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGA. outside company.* A vote FOR		-		ee public board	ls while serving	as a CEO of al	7				
1G	Elect Director Eric L. Mattson		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: * Vote an outside company.* A vote F		-			boards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGA. outside company.* A vote FOR		-		ee public board	ds while serving	as a CEO of al	7				
1H	Elect Director Melody B. Meye	r	Mgmt	Yes	For	For		For	For	No	No	No
	<i>y</i> ,	the Director Melody B. Meyer Mgmt Yes For For For For For For For Mgmt Yes For For For For For For Mgmt Policy Rationale: * Vote AGAINST James Hackett for serving on more than three public boards while serving as a CEO of a strength of the remaining director nominees is warranted.  In the public boards while serving as a CEO of an index company. * A vote FOR the remaining director nominees is warranted.										
			-		ee public board	ls while serving	as a CEO of al	7				
1I	Elect Director William R. Thon	nas	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: * Vote an outside company.* A vote F				,	boards while se	rving as a CEO	of				
	Blended Rationale: * Vote AGA. outside company.* A vote FOR				ee public board	ds while serving	as a CEO of al	7				
2	Ratify Ernst & Young LLP as A	uditors	Mgmt	Yes	For	For		For	For	No	No	No
3	Advisory Vote to Ratify Named Officers' Compensation	d Executive	Mgmt	Yes	For	For		For	For	No	No	No
4	Amend Omnibus Stock Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		arussell	05/22/2019	arussell	05/22/2019		1,034,100		1,034,100
	t, PIC_RTRI 282301.001 Confirmed arussell 05/22/2019 arussell 05/22/2019 [1,034,10]  Total Shares: 1,034,10											

### **Meeting Results**

Outstanding Shares Voted: 385,932,068

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1A	Υ	Pass	No	For	3.6%	307,905,691	96.4%	11,502,986	3.6%	137,335	N/A	Proxy	F+A
1B	Υ	Pass	No	For	4.8%	304,146,566	95.2%	15,264,020	4.8%	135,426	N/A	Proxy	F+A
1C	Υ	Pass	No	For	0.6%	317,475,120	99.4%	1,938,168	0.6%	132,724	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1D	Y	Pass	No	For	6.1%	299,881,341	93.9%	19,524,320	6.1%	140,351	N/A	Proxy	F+A
1E	Υ	Pass	No	For	26.6%	234,265,162	73.4%	85,101,535	26.6%	179,315	N/A	Proxy	F+A
1F	Υ	Pass	No	For	5.6%	301,514,702	94.4%	17,889,485	5.6%	141,825	N/A	Proxy	F+A
1G	Υ	Pass	No	For	5.8%	300,814,524	94.2%	18,589,950	5.8%	141,538	N/A	Proxy	F+A
1H	Υ	Pass	No	For	0.6%	317,539,964	99.4%	1,872,439	0.6%	133,609	N/A	Proxy	F+A
1I	Υ	Pass	No	For	0.4%	318,253,049	99.6%	1,154,220	0.4%	138,743	N/A	Proxy	F+A
2	Υ	Pass	No	For	3.0%	331,561,147	97.0%	8,948,012	2.6%	1,346,988	0.4%	Proxy	F+A+AB
3	Υ	Pass	No	For	8.0%	293,950,715	92.0%	25,219,673	7.9%	375,624	0.1%	Proxy	F+A+AB
4	Υ	Pass	No	For	6.6%	298,430,739	93.4%	20,725,805	6.5%	389,468	0.1%	Proxy	F+A+AB

## **China Life Insurance Company Limited**

vote FOR these resolutions is warranted.

_	<b>Date:</b> 05/30/2019 <b>Pate:</b> 04/29/2019	Country: China Meeting Type: A	nnual		Primary Ticker:		<b>):</b> Y1477R204		Мее	ting ID: 1	322591	
Primary C	<b>USIP:</b> Y1477R204	Primary ISIN: CNE	1000002L3		Primary	<b>SEDOL:</b> 67189	76		Prox	y Level: N/	A	
Earliest Co Total Ballo	utoff Date: 05/24/2019	Shares Voted: 5,46 Voting Policy: ISS	9,000	Votable Si	hares: 5,469,000	0	*Shares on Lo		Shar	es Instructe	e <b>d:</b> 5,469,000	)
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	AGM BALLOT FOR HOLDERS	S OF H SHARES	Mgmt	No								
1	Approve 2018 Report of the Directors	Board of	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the statements, a vote FOR these	•		ng the comp	pany's audited	accounts and	financial					
	Blended Rationale: In the abs vote FOR these resolutions is	•	ies concerning th	e company's	s audited acco	unts and finar	ncial statements,	a				
2	Approve 2018 Report of the Supervisors	Board of	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the statements, a vote FOR these	,		ng the comp	pany's audited	accounts and	financial					
	Blended Rationale: In the abs	•	ies concerning th	e company's	s audited acco	unts and finar	ncial statements,	а				
3	Approve 2018 Financial Rep	ort	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: In the statements, a vote FOR these	,		ng the comp	pany's audited	accounts and	financial					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **China Life Insurance Company Limited**

	a life insurance company in								Voto	Voto	Vete
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve 2018 Profit Distribution Plan	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Remuneration of Directors and Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
6	Elect Han Bing as Supervisor	SH	Yes	For	For		For	For	No	No	No
7	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is proposed amendments.	s warranted giv	en the abse	nce of any kno	own issues con	cerning the					
	Blended Rationale: A vote FOR these resolutions is war amendments.	ranted given ti	he absence o	of any known i	issues concern	ing the proposed	d				
8	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is proposed amendments.	s warranted giv	en the abse	nce of any kno	own issues con	cerning the					
	Blended Rationale: A vote FOR these resolutions is war amendments.	ranted given ti	he absence o	of any known i	issues concern	ing the proposed	d				
9	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is proposed amendments.	s warranted giv	en the abse	nce of any kno	own issues con	cerning the					
	Blended Rationale: A vote FOR these resolutions is war amendments.	ranted given ti	he absence o	of any known	issues concern	ing the proposed	d				
10	Approve Ernst & Young Hua Ming LLP as the PRC Auditor and the Auditor for US Form 20-F and Ernst & Young as the Hong Kong Auditor and Authorize Board to Fix Their Remuneration	Mgmt	Yes	For	For		For	For	No	No	No
11	Amend Articles of Association Regarding Party Committee	Mgmt	Yes	For	Against		Against	Abstain	Yes	Yes	Yes
	Voting Policy Rationale: A vote AGAINST is warranted to adequately provide for accountability and transpared		-	les and bylaw	amendments a	are not consider	ed				
	Blended Rationale: A vote AGAINST is warranted becaused adequately provide for accountability and transparency	, ,		nd bylaw amei	ndments are no	ot considered to	•				
12	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for H Shares	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote AGAINST this resolution than 10 percent.* The company has not specified the company has not sp		for the follov	ving:* The H s	share issuance	limit is greater					
	Blended Rationale: A vote AGAINST this resolution is w 10 percent.* The company has not specified the discou		e following:	* The H share	issuance limit	is greater than					
13	Approve Overseas Issuance of Senior Bonds	Mgmt	Yes	For	For		For	For	No	No	No



Vote

Vote

Vote

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **China Life Insurance Company Limited**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructi	Against on Mgmt	Against Policy	Against ISS
14	Elect Li Mingguang as Di	rector	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A nominees.	vote FOR both nominees is v	varranted giver	n the absend	ce of any know	n issues conce	rning the					
	Blended Rationale: A vote	FOR both nominees is warra	nted given the	absence of	any known iss	ues concerning	the nominees.					
15	Elect Wang Junhui as Dir	rector	SH	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A nominees.	vote FOR both nominees is v	varranted giver	n the absend	ce of any know	n issues conce	rning the					
	Blended Rationale: A vote	FOR both nominees is warra	nted given the	absence of	any known iss	ues concerning	the nominees.					
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		arussell	05/23/2019	arussell	05/23/2019		5,469,000		5,469,000
								Total Shares	======================================	5,469,000		5,469,000

#### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000

Results Available: Full

tem #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Y	Pass	No	For	0.1%	22,479,821,602	99.9%	113,440	0.0%	15,059,245	0.1%	Poll	F+A+AB
2	Y	Pass	No	For	0.1%	22,479,842,922	99.9%	94,650	0.0%	15,056,715	0.1%	Poll	F+A+AB
3	Y	Pass	No	For	0.1%	22,479,843,017	99.9%	98,115	0.0%	15,053,155	0.1%	Poll	F+A+AB
4	Y	Pass	No	For	0.1%	22,482,104,122	99.9%	172,765	0.0%	12,717,400	0.1%	Poll	F+A+AB
5	Y	Pass	No	For	0.8%	22,319,382,862	99.2%	156,870,120	0.7%	18,741,305	0.1%	Poll	F+A+AB
6	Y	Pass	No	For	1.2%	22,218,381,687	98.8%	260,209,310	1.2%	16,403,290	0.1%	Poll	F+A+AB
7	Υ	Pass	No	For	0.1%	22,461,605,558	99.9%	20,642,239	0.1%	12,746,490	0.1%	Poll	F+A+AB
8	Y	Pass	No	For	0.1%	22,461,602,758	99.9%	20,638,899	0.1%	12,752,630	0.1%	Poll	F+A+AB
9	Υ	Pass	No	For	0.1%	22,461,598,403	99.9%	20,634,319	0.1%	12,761,565	0.1%	Poll	F+A+AB
10	Υ	Pass	No	For	0.2%	22,448,657,032	99.8%	30,217,515	0.1%	16,119,740	0.1%	Poll	F+A+AB
11	Υ	Pass	No	For	9.4%	20,383,270,370	90.6%	2,050,277,898	9.1%	61,446,019	0.3%	Poll	F+A+AB
12	Υ	Pass	No	For	10.5%	20,136,304,577	89.5%	2,345,826,920	10.4%	12,862,790	0.1%	Poll	F+A+AB
13	Υ	Pass	No	For	0.1%	22,481,980,762	99.9%	188,445	0.0%	12,825,080	0.1%	Poll	F+A+AB
12	Y	Pass	No	For	10.5%	20,136,304,577	89.5%	2,345,826,920	10.4%		12,862,790	12,862,790 0.1%	12,862,790 0.1% Poll

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Meeting ID: 1320948

No

No

No

Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
14	Y	Pass	No	For	1.2%	22,214,930,948	98.8%	254,909,359	1.1%	25,153,980	0.1%	Poll	F+A+AB
15	Υ	Pass	No	For	1.4%	22,182,971,849	98.6%	286,868,183	1.3%	25,154,255	0.1%	Poll	F+A+AB

Primary Security ID: G0477B102

For

For

### **Arix Bioscience Plc**

Re-elect Dr Franz Humer as Director

Meeting Date: 06/03/2019

Record Date: 05/30/2019 Meeting Type: Annual Ticker: ARIX Primary CUSIP: G0477B102 Primary ISIN: GB00BD045071 Primary SEDOL: BD04507 Proxy Level: N/A Earliest Cutoff Date: 05/28/2019 **Shares Voted:** 1,198,062 Votable Shares: 1,198,062 \*Shares on Loan: 0 Shares Instructed: 1,198,062 Total Ballots: 1 **Additional Policy:** Voting Policy: ISS Vote Vote Vote Votable Additional Proposal Voting Vote Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Accept Financial Statements and Statutory Yes For 1 Mgmt For For For No No No Approve Remuneration Policy Mgmt For No No 2 Yes For For No 3 Approve Remuneration Report Mgmt Yes For Against Against Abstain Yes Yes Yes Voting Policy Rationale: A vote AGAINST this resolution is warranted because: \* Existing options of the CEO are to be repriced over five subsequent years. Blended Rationale: A vote AGAINST this resolution is warranted because: \* Existing options of the CEO are to be repriced over five subsequent years. Re-elect Jonathan Peacock as Director Mgmt Yes For For For For No No No Voting Policy Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified. Blended Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.

Voting Policy Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.

Mamt

Country: United Kingdom

Blended Rationale: Item 4Despite potential concerns due to his non-independence, a vote FOR the re-election of Jonathan Peacock is warranted as he is not a member of the Audit and Remuneration Committees. Items 5 to 11A vote FOR the election/re-election of Jonathan Peacock, Franz Humer, Trevor Jones, Giles Kerr, Joe Anderson, James Rawlingson, Art Pappas and Mark Breuer is warranted because no significant concerns have been identified.

For



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Arix Bioscience Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Trevor Jones as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
7	Re-elect Giles Kerr as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	nittees.Items Joe Anderson,	5 to 11A vote	FOR the					
8	Re-elect Dr Joseph Anderson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
9	Re-elect James Rawlingson as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
10	Elect Art Pappas as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4Despite potential concern Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant co	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					
	Blended Rationale: Item 4Despite potential concerns du Peacock is warranted as he is not a member of the Audi election/re-election of Jonathan Peacock, Franz Humer, and Mark Breuer is warranted because no significant con	it and Remune Trevor Jones,	eration Comi Giles Kerr, .	mittees.Items Joe Anderson,	5 to 11A vote	FOR the					



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Arix Bioscience Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposa	l Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
11	Elect Mark Breuer as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Item 4 Peacock is warranted as he is r election/re-election of Jonathar and Mark Breuer is warranted to	not a member of the Au n Peacock, Franz Hume	udit and Remune er, Trevor Jones,	eration Con Giles Kerr,	mmittees.Items , Joe Anderson	5 to 11A vote I	FOR the					
	Blended Rationale: Item 4Desp Peacock is warranted as he is r election/re-election of Jonathar and Mark Breuer is warranted t	not a member of the Au n Peacock, Franz Hume	udit and Remune er, Trevor Jones,	eration Con Giles Kerr,	mmittees.Items . Joe Anderson	5 to 11A vote I	FOR the	as				
12	Reappoint PricewaterhouseCo Auditors	oopers LLP as	Mgmt	Yes	For	For		For	For	No	No	No
13	Authorise the Audit and Risk ( Remuneration of Auditors	Committee to Fix	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	proposed amou	unts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propo	osed amounts a	and durations a	re within					
15	Authorise Issue of Equity with Rights	nout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	proposed amou	unts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propo	osed amounts a	and durations a	re within					
16	Authorise Issue of Equity with Rights in Connection with an Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote recommended limits.	FOR these resolutions	is warranted be	cause the p	proposed amou	unts and duratio	ns are within					
	Blended Rationale: A vote FOR recommended limits.	these resolutions is wa	arranted because	e the propo	osed amounts a	and durations a	re within					
17	Authorise Market Purchase of	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise the Company to Cal Meeting with Two Weeks' Not		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	05/28/2019	arussell	05/28/2019		1,198,062		1,198,062
								Total Shares:		1,198,062		1,198,062

### **Meeting Results**

Outstanding Shares Voted:

Results Available: Partial



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	79,740,015	100.0%	0	0.0%	3,894	N/A	Poll	F+A
2	Υ	Pass	No	For	49.7%	40,079,954	50.3%	39,658,365	49.7%	5,590	N/A	Poll	F+A
3	Υ	Fail	No	For	67.6%	23,179,050	32.4%	48,338,181	67.6%	8,226,678	N/A	Poll	F+A
4	Υ	Pass	No	For	5.0%	75,716,711	95.0%	4,025,628	5.0%	1,570	N/A	Poll	F+A
5	Υ	Pass	No	For	7.0%	74,175,937	93.0%	5,566,402	7.0%	1,570	N/A	Poll	F+A
6	Υ	Pass	No	For	2.6%	77,691,164	97.4%	2,050,547	2.6%	2,198	N/A	Poll	F+A
7	Υ	Pass	No	For	0.0%	79,739,711	100.0%	2,628	0.0%	1,570	N/A	Poll	F+A
8	Υ	Pass	No	For	0.0%	79,741,711	100.0%	628	0.0%	1,570	N/A	Poll	F+A
9	Υ	Pass	No	For	0.0%	79,741,711	100.0%	628	0.0%	1,570	N/A	Poll	F+A
10	Υ	Pass	No	For	4.4%	76,266,164	95.6%	3,476,175	4.4%	1,570	N/A	Poll	F+A
11	Υ	Pass	No	For	0.0%	79,741,711	100.0%	0	0.0%	2,198	N/A	Poll	F+A
12	Υ	Pass	No	For	9.4%	72,224,733	90.6%	7,524,156	9.4%	4,020	N/A	Poll	F+A
13	Υ	Pass	No	For	1.8%	78,313,875	98.2%	1,426,485	1.8%	3,549	N/A	Poll	F+A
14	Υ	Pass	No	For	7.7%	73,634,398	92.3%	6,105,491	7.7%	4,020	N/A	Poll	F+A
15	Υ	Pass	No	For	11.4%	70,676,320	88.6%	9,063,088	11.4%	4,501	N/A	Poll	F+A
16	Υ	Pass	No	For	10.9%	71,033,320	89.1%	8,706,088	10.9%	4,501	N/A	Poll	F+A
17	Υ	Pass	No	For	0.0%	79,736,396	100.0%	5,063	0.0%	2,450	N/A	Poll	F+A
18	Y	Pass	No	For	0.0%	79,739,242	100.0%	2,250	0.0%	2,417	N/A	Poll	F+A

## **General Motors Company**

 Meeting Date: 06/04/2019
 Country: USA
 Primary Security ID: 37045V100
 Meeting ID: 1326692

Record Date: 04/08/2019 Meeting Type: Annual Ticker: GM

 Primary CUSIP: 37045V100
 Primary ISIN: US37045V1008
 Primary SEDOL: 8665KZ5
 Proxy Level: 3

Earliest Cutoff Date: 06/03/2019 Shares Voted: 753,570 Votable Shares: 753,570 \*Shares on Loan: 0 Shares Instructed: 753,570

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Mary T. Barra	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR the director nominees is warranted.

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **General Motors Company**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1b	Elect Director Wesley G. Bush	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1c	Elect Director Linda R. Gooden	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1d	Elect Director Joseph Jimenez	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Jane L. Mendillo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director Judith A. Miscik	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Patricia F. Russo	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Thomas M. Schoewe	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Theodore M. Solso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1j	Elect Director Carol M. Stephenson	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1k	Elect Director Devin N. Wenig	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									

\*Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations Institution Account(s): PIC\_RTRI

## **General Motors Company**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Require Independent Board Chairman	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote FOR this proposal is want beginning with the next CEO transition, would help to en unprecedented challenges to its business model and its	nsure robust o	versight of	management a	s the company	,					
	Blended Rationale: A vote FOR this proposal is warrante beginning with the next CEO transition, would help to en unprecedented challenges to its business model and its	nsure robust o	versight of	- management a	s the company	•					
5	Report on Lobbying Payments and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote FOR this proposal is want expenditures, trade association memberships, and managements of the second sec	agement-level	oversight m	nechanisms wo		-					

assess the risks and benefits associated with the company's participation in the public policy process.

Blended Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's lobbying-related expenditures, trade association memberships, and management-level oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	05/29/2019	arussell	05/29/2019	753,570	753,570
						Total Shares:	753,570	753,570

#### **Meeting Results**

Outstanding Shares Voted: 1,420,831,726

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.9%	1,095,141,532	98.1%	21,312,091	1.9%	4,158,293	N/A	Proxy	F+A
1b	Υ	Pass	No	For	1.4%	1,103,529,792	98.6%	15,855,840	1.4%	1,226,284	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.2%	1,116,955,587	99.8%	2,577,863	0.2%	1,078,466	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.4%	1,115,064,272	99.6%	4,346,037	0.4%	1,201,607	N/A	Proxy	F+A
1e	Υ	Pass	No	For	1.1%	1,107,006,176	98.9%	12,515,824	1.1%	1,089,916	N/A	Proxy	F+A
1f	Υ	Pass	No	For	0.2%	1,116,720,430	99.8%	2,574,473	0.2%	1,317,013	N/A	Proxy	F+A
1g	Υ	Pass	No	For	2.8%	1,079,577,443	97.2%	30,944,427	2.8%	10,090,046	N/A	Proxy	F+A
1h	Υ	Pass	No	For	0.2%	1,116,675,388	99.8%	2,697,719	0.2%	1,238,809	N/A	Proxy	F+A
<b>1</b> i	Υ	Pass	No	For	1.1%	1,106,960,213	98.9%	12,514,709	1.1%	1,136,994	N/A	Proxy	F+A



Location(s): All Locations Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1j	Υ	Pass	No	For	1.7%	1,100,834,969	98.3%	18,676,004	1.7%	1,100,943	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.3%	1,116,586,109	99.7%	2,801,478	0.3%	1,224,329	N/A	Proxy	F+A
2	Υ	Pass	No	For	2.6%	1,090,899,591	97.3%	27,543,713	2.5%	2,168,612	0.2%	Proxy	F+A+AB
3	Υ	Pass	No	For	0.7%	1,264,343,798	99.3%	7,460,517	0.6%	1,604,292	0.1%	Proxy	F+A+AB
4	Υ	Fail	No	Against	37.2%	414,492,577	37.0%	703,378,125	62.8%	2,741,214	0.2%	Proxy	F+A+AB
5	Υ	Fail	No	Against	29.8%	328,695,074	29.3%	786,938,618	70.2%	4,978,224	0.4%	Proxy	F+A+AB

## **Sherborne Investors (Guernsey) C Ltd.**

Meeting Date: 00/04/2019	Country: Guernsey	Filliary Security 1D. GOTT/N103	Meeting ID. 1555594
<b>Record Date:</b> 05/31/2019	Meeting Type: Annual	Ticker: SIGC	

Primary CUSIP: G8T17N105	Primary ISIN: GG00BZ3C3B94	Primary SEDOL: BZ3C3B9	Proxy Level: N/A

Earliest Cutoff Date: 05/29/2019	<b>Shares Voted:</b> 10,500,000	Votable Shares: 10,500,000	*Shares on Loan: 0	Shares Instructed: 10,500,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

								Vote	Vote	Vote
Proposal		Votable			Additional	Voting	Vote	Against	Against	Against
Number Proposal Text	Proponent	Proposal	Mgmt Rec	ISS Rec	Policy Rec	Policy Rec	Instruction	Mgmt	Policy	ISS

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	•		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
3	Re-elect Talmai Morgan as Director	Mamt	Yes	For	Abstain		Abstain	For	No	Yes	Yes	_

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Sherborne Investors (Guernsey) C Ltd.**

	roposal umber Proposal Text Pro		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
4	Re-elect Trevor Ash as Director	Mamt	Yes	For	Against		Against	For	No	Yes	Yes	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	•		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
5	Re-elect Christopher Legge as Director		Yes	For	Against		Against	Abstain	Yes	Yes	Yes	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Sherborne Investors (Guernsey) C Ltd.**

Proposal Number	•		Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Against Mgmt	Against Policy	Against ISS	
6	Re-elect Ian Brindle as Director	Mgmt	Yes	For	For		For	For	No	No	No	

Voting Policy Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because:\* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Blended Rationale: Item 3An ABSTENTION on the re-election of Talmai Morgan is warranted because:\* Potential independence issues have been identified and he is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size.A vote FOR this resolution is warranted for those shareholders in markets who have a fiduciary responsibility to vote either in favour or against and who do not recognise an abstention as a valid option. Shareholders may also wish to note that: \* Apart from his role as Board Chair in the Company, he holds Chair positions at two other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Talmai Morgan's directorships are at investment trusts. Item 4A vote AGAINST the re-election of Trevor Ash is warranted because; \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Item 5A vote AGAINST the re-election of Christopher Legge is warranted because: \* Potential independence issues have been identified and he currently sits on the Audit Committee and is considered to be sitting on the Remuneration and Management Engagement Committees, and the composition of these Committees does not adhere to UK best practice recommendations for a company of this size. Shareholders may also wish to note that: \* Apart from his role as NED in the Company, he has directorships at six other listed companies which could potentially compromise his ability to commit sufficient time to his role in the Company. Mitigating, all of Christopher Legge's directorships are at investment trusts.

Ballot D	etails									
9	Authorise Market Purchase of Ordinary Shares	Mgmt	Yes	For	For	For	For	No	No	No
8	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For	For	For	No	No	No
7	Ratify Deloitte LLP as Auditors	Mgmt	Yes	For	For	For	For	No	No	No

Ballot Details								
Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	05/28/2019	arussell	05/28/2019	10,500,000	10,500,000
						Total Shares:	10,500,000	10,500,000

#### Meeting Results

Outstanding Shares Voted:



Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A
2	Υ	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A
3	Y	Pass	No	For	0.8%	636,537,866	99.2%	5,071,451	0.8%	31,735,525	N/A	Show of hands	F+A
4	Y	Pass	No	For	3.5%	636,537,866	96.5%	23,371,451	3.5%	13,435,525	N/A	Show of hands	F+A
5	Y	Pass	No	For	3.5%	616,058,052	96.5%	22,457,265	3.5%	34,829,525	N/A	Show of hands	F+A
6	Υ	Pass	No	For	0.0%	659,909,317	100.0%	0	0.0%	13,435,525	N/A	Show of hands	F+A
7	Υ	Pass	No	For	0.1%	672,517,577	99.9%	827,265	0.1%	0	N/A	Show of hands	F+A
8	Υ	Pass	No	For	0.1%	672,517,577	99.9%	827,265	0.1%	0	N/A	Show of hands	F+A
9	Υ	Pass	No	For	0.0%	673,344,842	100.0%	0	0.0%	0	N/A	Show of hands	F+A

### **Tesco Pic**

Meeting Date: 06/13/2019 Country: United Kingdom Primary Security ID: G87621101 Meeting ID: 1321692

**Record Date:** 06/11/2019 Ticker: TSCO Meeting Type: Annual

Primary CUSIP: G87621101 **Primary ISIN:** GB0008847096 Primary SEDOL: 0884709 Proxy Level: N/A

Earliest Cutoff Date: 06/07/2019 **Shares Voted:** 14,097,790 Votable Shares: 14,097,790 \*Shares on Loan: 0Shares Instructed: 14,097,790

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

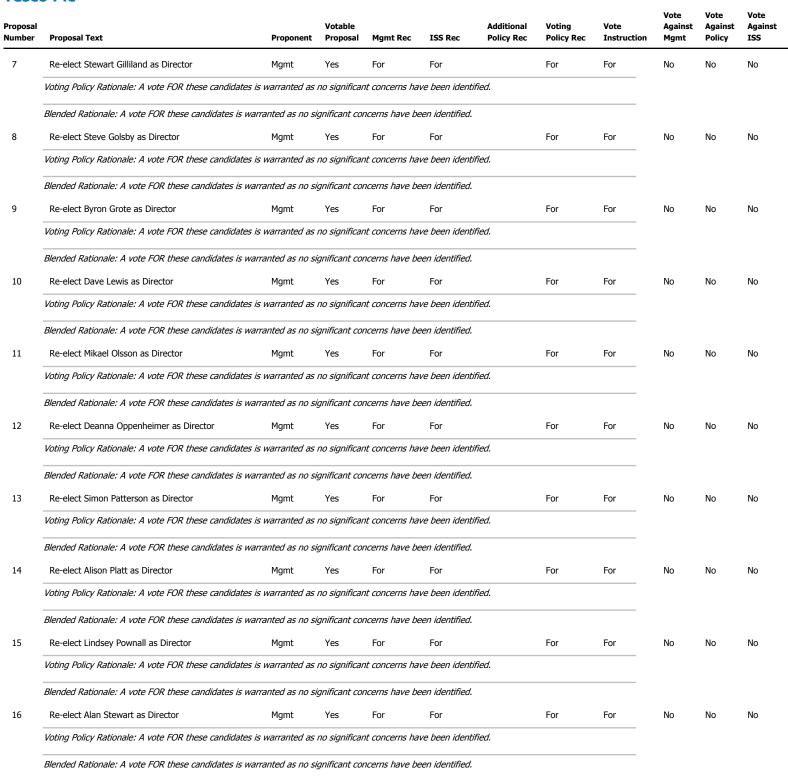
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Melissa Bethell as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is										
	Blended Rationale: A vote FOR these candidates is warra										
5	Re-elect John Allan as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as l	no significan	nt concerns hav	re been identifi	ed.					
6	Re-elect Mark Armour as Director	Mgmt	Yes	For	For		For	For	No	No	No

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Tesco Plc**





Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Tesco Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against n Mgmt	Vote Against Policy	Vote Against ISS
17	Reappoint Deloitte LLP as Audi	itors	Mgmt	Yes	For	For		For	For	No	No	No
18	Authorise Board to Fix Remune Auditors	eration of	Mgmt	Yes	For	For		For	For	No	No	No
19	Approve Deferred Bonus Plan		Mgmt	Yes	For	For		For	For	No	No	No
20	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote in recommended limits.	FOR these resolutions i	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR a recommended limits.	these resolutions is wa	erranted because	e the propos	sed amounts a	nd durations ar	re within					
21	Authorise Issue of Equity without Rights	out Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
	Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
22			Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote in recommended limits.	FOR these resolutions i	is warranted bed	cause the pi	roposed amou	nts and duratio	ns are within					
	Blended Rationale: A vote FOR a recommended limits.	these resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
23	Authorise Market Purchase of 0	Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
24	Approve Scrip Dividend		Mgmt	Yes	For	For		For	For	No	No	No
25	Authorise EU Political Donation Expenditure	ns and	Mgmt	Yes	For	For		For	For	No	No	No
26	Authorise the Company to Call Meeting with Two Weeks' Noti		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/06/2019	arussell	06/06/2019		14,097,790		14,097,790
								Total Shares	:	14,097,790		14,097,790

### **Meeting Results**

Outstanding Shares Voted: 9,793,496,561

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	7,157,608,276	100.0%	961,015	0.0%	29,963,930	N/A	Poll	F+A

## **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	2.8%	6,989,347,846	97.2%	197,645,037	2.8%	1,540,339	N/A	Poll	F+A
3	Y	Pass	No	For	0.0%	7,186,506,198	100.0%	1,589,681	0.0%	479,952	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	7,171,394,471	99.8%	15,552,972	0.2%	1,628,388	N/A	Poll	F+A
5	Υ	Pass	No	For	5.3%	6,809,057,773	94.7%	378,081,541	5.3%	1,436,274	N/A	Poll	F+A
6	Υ	Pass	No	For	0.3%	7,163,253,774	99.7%	23,835,228	0.3%	1,486,830	N/A	Poll	F+A
7	Υ	Pass	No	For	0.4%	7,159,978,241	99.6%	27,181,856	0.4%	1,415,735	N/A	Poll	F+A
8	Υ	Pass	No	For	0.3%	7,168,352,469	99.7%	18,776,292	0.3%	1,447,071	N/A	Poll	F+A
9	Υ	Pass	No	For	3.0%	6,974,031,980	97.0%	213,135,220	3.0%	1,408,177	N/A	Poll	F+A
10	Υ	Pass	No	For	0.1%	7,182,876,319	99.9%	4,455,417	0.1%	1,244,096	N/A	Poll	F+A
11	Υ	Pass	No	For	0.1%	7,181,326,187	99.9%	5,856,201	0.1%	1,394,569	N/A	Poll	F+A
12	Υ	Pass	No	For	0.2%	7,173,010,223	99.8%	14,100,138	0.2%	1,466,596	N/A	Poll	F+A
13	Υ	Pass	No	For	0.3%	7,168,516,811	99.7%	18,644,603	0.3%	1,415,543	N/A	Poll	F+A
14	Y	Pass	No	For	0.9%	7,124,197,391	99.1%	62,925,844	0.9%	1,453,721	N/A	Poll	F+A
15	Y	Pass	No	For	0.1%	7,182,847,966	99.9%	4,333,387	0.1%	1,395,526	N/A	Poll	F+A
16	Υ	Pass	No	For	0.3%	7,163,847,042	99.7%	23,282,913	0.3%	1,447,002	N/A	Poll	F+A
17	Υ	Pass	No	For	2.7%	6,991,977,661	97.3%	195,304,076	2.7%	1,295,218	N/A	Poll	F+A
18	Υ	Pass	No	For	1.6%	7,073,216,455	98.4%	114,277,645	1.6%	1,082,855	N/A	Poll	F+A
19	Υ	Pass	No	For	0.7%	7,133,951,327	99.3%	52,028,755	0.7%	2,596,874	N/A	Poll	F+A
20	Υ	Pass	No	For	6.6%	6,711,169,987	93.4%	475,950,267	6.6%	1,456,702	N/A	Poll	F+A
21	Υ	Pass	No	For	1.5%	7,075,568,250	98.5%	111,038,406	1.5%	1,970,221	N/A	Poll	F+A
22	Υ	Pass	No	For	5.2%	6,812,558,154	94.8%	374,059,988	5.2%	1,958,735	N/A	Poll	F+A
23	Y	Pass	No	For	1.5%	7,078,331,517	98.5%	107,181,500	1.5%	3,063,938	N/A	Poll	F+A
24	Y	Pass	No	For	1.8%	7,059,180,746	98.2%	128,242,876	1.8%	1,153,334	N/A	Poll	F+A
25	Y	Pass	No	For	4.7%	6,816,326,533	95.3%	339,350,420	4.7%	32,900,003	N/A	Poll	F+A
26	Y	Pass	No	For	5.7%	6,748,345,067	94.3%	408,090,959	5.7%	32,140,930	N/A	Poll	F+A



Location(s): All Locations Institution Account(s): PIC\_RTRI

## Sony Corp.

Meeting Date: 06/18/2019

Country: Japan

Primary Security ID: J76379106

Primary SEDOL: 6821506

**Meeting ID:** 1339785

**Record Date:** 03/31/2019

Meeting Type: Annual

Ticker: 6758

Proxy Level: N/A

Primary CUSIP: J76379106

Primary ISIN: JP3435000009

Votable Shares: 490,000

Earliest Cutoff Date: 06/16/2019

Shares Voted: 490,000

\*Shares on Loan: 0

Shares Instructed: 490,000

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

Total Shares:

490,000

490,000

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Yoshida, Kenichiro	)	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Totoki, Hiroki		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Sumi, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Tim Schaaff		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Matsunaga, Kazuc	)	Mgmt	Yes	For	For		For	For	No	No	No
1.6	L.6 Elect Director Miyata, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director John V. Roos		Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Minakawa, Kunihit	to	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Oka, Toshiko		Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No
1.12	Elect Director Wendy Becker		Mgmt	Yes	For	For		For	For	No	No	No
1.13	Elect Director Hatanaka, Yoshihi	ko	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Stock Option Plan		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	able Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/07/2019	arussell	06/07/2019		490,000		490,000

### **Meeting Results**

Outstanding Shares Voted: 12,487,756

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	9,259,059	97.0%	212,327	N/A	3,141	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	9,429,469	99.0%	43,516	N/A	1,547	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

		-											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.3	Υ	Pass	No	For	N/A	9,433,420	99.0%	39,569	N/A	1,541	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	9,436,113	99.0%	36,884	N/A	1,535	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	9,432,894	99.0%	40,083	N/A	1,553	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	9,301,595	97.0%	171,388	N/A	1,546	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	9,437,399	99.0%	35,584	N/A	1,548	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	9,437,647	99.0%	35,370	N/A	1,514	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	9,442,616	99.0%	30,358	N/A	1,558	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	9,414,485	99.0%	58,579	N/A	1,464	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	9,442,732	99.0%	30,318	N/A	1,482	N/A	Poll	F+A+AB
1.12	Υ	Pass	No	For	N/A	9,444,845	99.0%	28,273	N/A	1,414	N/A	Poll	F+A+AB
1.13	Υ	Pass	No	For	N/A	9,443,419	99.0%	29,553	N/A	1,559	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	8,150,369	85.0%	1,313,943	N/A	11,623	N/A	Poll	F+A+AB

### **Whitbread Plc**

Meeting Date: 06/19/2019 Record Date: 06/17/2019	Country: United Kingdom Meeting Type: Annual	Primary Security ID Ticker: WTB	: G9606P197	Meeting ID: 1295632
Primary CUSIP: G9606P197 Primary ISIN: GB00B1KJJ408		Primary SEDOL: B1KJJ4	0	Proxy Level: N/A
Earliest Cutoff Date: 06/13/2019 Total Ballots: 1	Shares Voted: 411,645 Voting Policy: ISS	Votable Shares: 411,645	*Shares on Loan: 0 Additional Policy:	Shares Instructed: 411,645

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Approve Final Dividend	Mgmt	Yes	For	For		For	For	No	No	No
4	Elect Frank Fiskers as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	o significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	nted as no sigr	nificant conc	erns have beer	n identified.						
5	Re-elect David Atkins as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is w	arranted as no	significant	concerns have	been identified	<i>1.</i>					

Blended Rationale: A vote FOR these Directors is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Whitbread Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Alison Brittain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	d.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
7	Re-elect Nicholas Cadbury as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	<i>1.</i>					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
8	Re-elect Adam Crozier as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	7.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
9	Re-elect Richard Gillingwater as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
10	Re-elect Chris Kennedy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigi	nificant conc	erns have bee	n identified.						
11	Re-elect Deanna Oppenheimer as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
12	Re-elect Louise Smalley as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	7.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
13	Re-elect Susan Martin as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these Directors is we	arranted as no	significant	concerns have	been identified	1.					
	Blended Rationale: A vote FOR these Directors is warran	ted as no sigr	nificant conc	erns have bee	n identified.						
14	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
16	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instructio	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
17	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote For recommended limits.	OR these resolutions i	is warranted bed	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
18	Authorise Issue of Equity withou Rights	t Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
	Blended Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.											
19	Authorise Issue of Equity withou Rights in Connection with an Ac Other Capital Investment	•	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FC recommended limits.	OR these resolutions i	is warranted bed	cause the pi	roposed amoui	nts and duratio	ns are within					
	Blended Rationale: A vote FOR the recommended limits.	ese resolutions is wa	rranted because	e the propos	sed amounts a	nd durations ar	re within					
20	Authorise Market Purchase of O	dinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Call C Meeting with Two Weeks' Notice		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	Details											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		arussell	06/10/2019	arussell	06/10/2019		411,645		411,645
								Total Shares	<u> </u>	411,645		411,645

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	0.0%	97,379,137	100.0%	6,064	0.0%	1,140,163	N/A	Poll	F+A
2	Υ	Pass	No	For	3.0%	94,570,584	97.0%	2,958,424	3.0%	996,373	N/A	Poll	F+A
3	Υ	Pass	No	For	0.3%	98,150,423	99.7%	320,508	0.3%	52,192	N/A	Poll	F+A
4	Υ	Pass	No	For	0.2%	98,191,303	99.8%	218,149	0.2%	113,671	N/A	Poll	F+A
5	Υ	Pass	No	For	1.0%	97,399,810	99.0%	1,010,946	1.0%	112,367	N/A	Poll	F+A
6	Υ	Pass	No	For	1.0%	97,437,305	99.0%	979,020	1.0%	106,798	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item Voting Dissident Dissent For % Against % Abstain % Result Base Summary Mgmt Against Proposal Proposal Level For Abstain Type Υ 1.1% 7 Pass No For 97,343,049 98.9% 1,072,654 1.1% 107,259 N/A Poll F+A 8 Υ Pass No For 1.1% 97,372,274 98.9% 1,042,325 1.1% 108,363 N/A Poll F+A 0.7% 97,733,044 676,889 113,029 Pass For 99.3% 0.7% N/A Poll F+A No 10 Υ Pass No For 1.2% 97,235,095 98.8% 1,175,870 1.2% 111,997 N/A Poll F+A 1.7% 95,911,507 98.3% 1,706,192 1.7% 905,263 Poll 11 Pass No For N/A F+A Υ For 1.0% 97,400,301 99.0% 1,011,835 110.826 Poll 12 Pass No 1.0% N/A F+A 13 No 0.6% 97,854,618 99.4% 559,255 0.6% 109,089 N/A Poll F+A For Υ 2.8% 95,673,136 97.2% 2,789,763 2.8% 59,589 Poll 14 Pass No N/A F+A 15 No 1.4% 97,090,563 98.6% 1,372,270 1.4% 59,655 N/A Poll F+A Pass For 2.8% 95,647,204 97.2% 2,737,463 2.8% 137,822 N/A Poll F+A 16 No 17 Υ Pass No For 3.1% 95,457,570 96.9% 3,003,058 3.1% 61,758 N/A Poll F+A 18 Pass No For 2.0% 96,411,431 98.0% 1,971,310 2.0% 77,210 N/A Poll F+A 19 Pass No For 3.7% 94,608,116 96.3% 3,655,533 3.7% 77,110 N/A Poll F+A 20 Pass No For 1.0% 97,279,264 99.0% 994,732 1.0% 68,403 N/A Poll F+A 21 Υ For 4.1% 94,225,664 95.9% 4,054,666 4.1% 60,430 N/A Poll Pass No F+A

### **Whitbread Plc**

Meeting Date: 06/19/2019Country: United KingdomPrimary Security ID: G9606P197Meeting ID: 1333380Record Date: 06/17/2019Meeting Type: SpecialTicker: WTB

Primary CUSIP: G9606P197 Primary ISIN: GB00B1KJJ408 Primary SEDOL: B1KJJ40 Proxy Level: N/A

Earliest Cutoff Date: 06/13/2019 Shares Voted: 411,645 Votable Shares: 411,645 \*Shares on Loan: 0 Shares Instructed: 411,645

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Authorise Market Purchase of Ordinary Shares in Connection with the Tender Offer	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Share Consolidation	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is	warranted as	no significai	nt issues of co	ncern have bee	en identified.					
	Blended Rationale: A vote FOR these resolutions is war	ranted as no si	ignificant iss	ues of concern	n have been ide	entified.					
3	Amend Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is	warranted as	no significa	nt issues of co	ncern have hee	en identified					

Voting Policy Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

Blended Rationale: A vote FOR these resolutions is warranted as no significant issues of concern have been identified.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations Institution Account(s): PIC\_RTRI

### **Whitbread Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Authorise Market Purchase of O	rdinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
Ballot De												
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	s	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/10/2019	arussell	06/10/2019		411,645		411,645
								Total Shares	:	411,645		411,645

#### **Meeting Results**

Outstanding Shares Voted: 173,873,641

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	1.8%	97,059,841	98.2%	1,814,010	1.8%	80,625	N/A	Poll	F+A
2	Υ	Pass	No	For	0.2%	98,659,674	99.8%	233,908	0.2%	60,894	N/A	Poll	F+A
3	Υ	Pass	No	For	0.2%	98,596,439	99.8%	232,745	0.2%	125,292	N/A	Poll	F+A
4	Υ	Pass	No	For	0.1%	98,697,988	99.9%	132,174	0.1%	123,984	N/A	Poll	F+A

## Dai-ichi Life Holdings, Inc.

Meeting Date: 06/21/2019 **Record Date:** 03/31/2019

Country: Japan

Primary Security ID: J09748112

Primary SEDOL: B601QS4

Meeting ID: 1338594

**Primary CUSIP:** 309748112

Meeting Type: Annual

Ticker: 8750

Proxy Level: N/A

Earliest Cutoff Date: 06/19/2019

Primary ISIN: JP3476480003 **Shares Voted:** 1,700,000

Votable Shares: 1,700,000

\*Shares on Loan: 0

Shares Instructed: 1,700,000

Total Ballots: 1

Voting Policy: ISS

**Additional Policy:** 

							•				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, With a Final Dividend of JPY 58	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Watanabe, Koichiro	Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Inagaki, Seiji	Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Tsuyuki, Shigeo	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Tsutsumi, Satoru	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Ishii, Kazuma	Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Taketomi, Masao	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# Dai-ichi Life Holdings, Inc.

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.7	Elect Director Teramoto, Hideo		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director George Olcott		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Maeda, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Inoue, Yuriko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail c, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	:	Shares Voted
PIC_RTRI, PIC_RTRI		282301.001	Confirmed		arussell	06/12/2019	arussell	06/12/2019		1,700,000		1,700,000
								Total Shares:		1,700,000		1,700,000

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	8,840,146	99.3%	36,660	N/A	1,165	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	7,683,851	86.3%	1,190,741	N/A	7,537	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	7,761,411	87.1%	1,113,175	N/A	7,537	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	7,747,829	87.0%	1,126,764	N/A	7,537	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	7,751,011	87.0%	1,123,582	N/A	7,537	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	7,748,340	87.0%	1,126,253	N/A	7,537	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	7,751,481	87.0%	1,123,112	N/A	7,537	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	7,751,281	87.0%	1,123,312	N/A	7,537	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	7,833,736	88.0%	1,046,878	N/A	1,517	N/A	Poll	F+A+AB
2.9	Υ	Pass	No	For	N/A	7,840,507	88.0%	1,040,107	N/A	1,517	N/A	Poll	F+A+AB
2.10	Υ	Pass	No	For	N/A	7,840,596	88.0%	1,040,018	N/A	1,517	N/A	Poll	F+A+AB
2.11	Υ	Pass	No	For	N/A	7,735,144	86.8%	1,145,470	N/A	1,517	N/A	Poll	F+A+AB



Location(s): All Locations Institution Account(s): PIC\_RTRI

## **ORIX Corp.**

Meeting Date: 06/21/2019

Country: Japan

Primary Security ID: J61933123

Meeting ID: 1342164

**Record Date:** 03/31/2019

Meeting Type: Annual

Ticker: 8591

Primary SEDOL: 6661144

Proxy Level: N/A

2,147,400

2,147,400

**Primary CUSIP:** J61933123

**Primary ISIN:** JP3200450009 **Shares Voted:** 2,147,400

Votable Shares: 2,147,400

Shares Instructed: 2,147,400

Earliest Cutoff Date: 06/19/2019 Total Ballots: 1

Voting Policy: ISS

Additional Policy:

\*Shares on Loan: 0

Total Shares:

lotal Ballots: 1		Voting Policy: 155					Additional Policy:						
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against n Mgmt	Vote Against Policy	Vote t Against ISS	
1.1	Elect Director Inoue, Makoto		Mgmt	Yes	For	For		For	For	No	No	No	
1.2	Elect Director Nishigori, Yuichi		Mgmt	Yes	For	For		For	For	No	No	No	
1.3	Elect Director Stan Koyanagi		Mgmt	Yes	For	For		For	For	No	No	No	
1.4	Elect Director Irie, Shuji		Mgmt	Yes	For	For		For	For	No	No	No	
1.5	Elect Director Taniguchi, Shoji		Mgmt	Yes	For	For		For	For	No	No	No	
1.6	Elect Director Matsuzaki, Satoru		Mgmt	Yes	For	For		For	For	No	No	No	
1.7	Elect Director Tsujiyama, Eiko		Mgmt	Yes	For	For		For	For	No	No	No	
1.8	Elect Director Usui, Nobuaki		Mgmt	Yes	For	For		For	For	No	No	No	
1.9	Elect Director Yasuda, Ryuji		Mgmt	Yes	For	For		For	For	No	No	No	
1.10	Elect Director Takenaka, Heizo		Mgmt	Yes	For	For		For	For	No	No	No	
1.11	Elect Director Michael Cusumano	)	Mgmt	Yes	For	For		For	For	No	No	No	
1.12	Elect Director Akiyama, Sakie		Mgmt	Yes	For	For		For	For	No	No	No	
Ballot D	Petails												
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	cus	Instructor Name	Date Instructed	Approver Name	Date Approved	v	otable Shares		Shares Voted	
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/12/2019	arussell	06/12/2019		2,147,400		2,147,400	

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	9,905,945	96.3%	365,766	N/A	5,068	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	10,097,369	98.1%	75,205	N/A	104,207	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	10,096,537	98.1%	76,037	N/A	104,207	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	10,096,893	98.1%	75,681	N/A	104,207	N/A	Poll	F+A+AB

### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.5	Y	Pass	No	For	N/A	10,097,420	98.1%	75,154	N/A	104,207	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	10,097,298	98.1%	75,276	N/A	104,207	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	10,193,271	99.1%	78,445	N/A	5,068	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	10,169,983	98.8%	101,731	N/A	5,068	N/A	Poll	F+A+AB
1.9	Y	Pass	No	For	N/A	10,197,095	99.1%	74,620	N/A	5,068	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	10,235,125	99.5%	36,590	N/A	5,068	N/A	Poll	F+A+AB
1.11	Y	Pass	No	For	N/A	10,243,258	99.6%	28,457	N/A	5,068	N/A	Poll	F+A+AB
1.12	Y	Pass	No	For	N/A	10,243,657	99.6%	28,058	N/A	5,068	N/A	Poll	F+A+AB

### Resona Holdings, Inc.

Meeting Date: 06/21/2019	Country: Japan	Primary Security I	<b>D:</b> J6448E106	Meeting ID: 1340692
<b>Record Date:</b> 03/31/2019	Meeting Type: Annual	Ticker: 8308		
Primary CUSIP: J6448E106	<b>Primary ISIN:</b> JP3500610005	Primary SEDOL: 64215	553	Proxy Level: N/A
Earliest Cutoff Date: 06/19/2019	<b>Shares Voted:</b> 2,900,000	Votable Shares: 2,900,000	*Shares on Loan: 0	Shares Instructed: 2,900,000
Total Ballots: 1	Voting Policy: ISS		Additional Policy:	

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Higashi, Kazuhiro	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Iwanaga, Shoichi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Fukuoka, Satoshi	Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Minami, Masahiro	Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Isono, Kaoru	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Sanuki, Yoko	Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Urano, Mitsudo	Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Matsui, Tadamitsu	Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Sato, Hidehiko	Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Baba, Chiharu	Mgmt	Yes	For	For		For	For	No	No	No
1.11	Elect Director Iwata, Kimie	Mgmt	Yes	For	For		For	For	No	No	No
2	Amend Articles to Hand over Petition Calling for Abolition of Negative Interest Rate Policy to Governor of the Bank of Japan	SH	Yes	Against	Against		Against	Against	No	No	No

**Ballot Details** Institutional Account Detail Custodian Instructor Date Date Approver **Ballot Status Votable Shares** 



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## Resona Holdings, Inc.

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	06/10/2019	arussell	06/10/2019	2,900,000	2,900,000
						Total Shares:	2,900,000	2,900,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

Results	Available:	Partial
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Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	17,146,121	97.0%	418,167	N/A	581	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	17,265,357	97.6%	298,931	N/A	581	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	17,265,379	97.6%	298,909	N/A	581	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	17,314,967	97.9%	249,322	N/A	581	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	16,813,679	95.1%	750,609	N/A	581	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	17,424,245	98.5%	140,050	N/A	581	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	17,353,138	98.1%	211,155	N/A	581	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	17,105,277	96.7%	459,016	N/A	581	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	17,329,528	98.0%	234,766	N/A	581	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	17,420,895	98.5%	143,399	N/A	581	N/A	Poll	F+A+AB
1.11	Υ	Pass	No	For	N/A	17,405,320	98.4%	158,976	N/A	581	N/A	Poll	F+A+AB
2	Υ	Fail	No	Against	N/A	552,545	3.1%	17,023,525	N/A	11,977	N/A	Poll	F+A+AB

## **BANDAI NAMCO Holdings Inc.**

Approve Allocation of Income, with a Final

Dividend of JPY 127

Meeting Date: 06/24/2019 Record Date: 03/31/2019	Country: Japan Meeting Type: Annual	Primary Security ID: Y0606D102 al Ticker: 7832						<b>Meeting ID:</b> 1340491			
Primary CUSIP: Y0606D102	<b>Primary ISIN:</b> JP3778630008	Primary SEDOL: B0JDQD4						Proxy Level: N/A			
Earliest Cutoff Date: 06/21/2019	Shares Voted: 479,700	Votable Shares	<b>s:</b> 479,700		*Shares on Lo	oan: 0	Share	s Instructe	d: 479,700		
Total Ballots: 1	Voting Policy: ISS				Additional Pol	icy:					
Proposal Number Proposal Text	Proponent	Votable Proposal Mo	gmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS	

Mgmt

For

For

For

No

No

No

For



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **BANDAI NAMCO Holdings Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2.1	Elect Director Taguchi, Mitsuaki		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Otsu, Shuji		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Asako, Yuji		Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Kawaguchi, Masaru	ı	Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Miyakawa, Yasuo		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Hagiwara, Hitoshi		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Kawashiro, Kazum	i	Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Asanuma, Makoto		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsuda, Yuzuru		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuwabara, Satoko		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Noma, Mikiharu		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kawana, Koichi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail c, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares	s	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/03/2019	arussell	06/03/2019		479,700		479,700
					_			Total Shares	:	479,700		479,700

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Υ	Pass	No	For	N/A	1,848,498	97.7%	279	N/A	1,886	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	1,827,366	96.9%	21,582	N/A	1,886	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	1,834,104	96.9%	12,576	N/A	4,156	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	1,834,185	96.9%	12,495	N/A	4,156	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	1,834,139	96.9%	12,541	N/A	4,156	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	1,834,198	96.9%	12,482	N/A	4,156	N/A	Poll	F+A+AB
2.6	Υ	Pass	No	For	N/A	1,834,209	96.9%	12,471	N/A	4,156	N/A	Poll	F+A+AB
2.7	Υ	Pass	No	For	N/A	1,834,191	96.9%	12,489	N/A	4,156	N/A	Poll	F+A+AB
2.8	Υ	Pass	No	For	N/A	1,832,678	96.9%	14,002	N/A	4,156	N/A	Poll	F+A+AB

#### **Vote Summary Report**



Poll

N/A

F+A+AB

Reporting Period: 01/01/2019 to 12/31/2019

Pass

No

For

N/A

Location(s): All Locations
Institution Account(s): PIC\_RTRI

Voting Summary Dissident Mgmt Dissent For Against % Abstain % Result Proposal Proposal Level For Against Abstain Туре 2.9 No N/A 1,848,372 97.7% 580 N/A 1,886 N/A Poll F+A+AB Pass For 2.10 Pass No For N/A 1,848,433 97.7% 519 N/A 1,886 N/A Poll F+A+AB 1,848,415 2.11 Pass No For N/A 97.7% 537 N/A 1,886 N/A Poll F+A+AB

97.6%

1,532

N/A

1,886

### Fujitsu Ltd.

2.12

 Meeting Date: 06/24/2019
 Country: Japan
 Primary Security ID: J15708159
 Meeting ID: 1341186

 Record Date: 03/31/2019
 Meeting Type: Annual
 Ticker: 6702

 Primary CUSIP: J15708159
 Primary ISIN: JP3818000006
 Primary SEDOL: 6356945
 Proxy Level: N/A

Earliest Cutoff Date: 06/20/2019 Shares Voted: 300,000 Votable Shares: 300,000 \*Shares on Loan: 0 Shares Instructed: 300,000

1,847,420

Lai nest ct	iton Date: 00/20/2013	Silares voteu. 300,000	,	Totable 5.	iai es. 300,000		Shares on E	ouiii o	J.i.u.	es mistracti	<b>300,000</b>	
Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Tanaka, Tatsuya		Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Yamamoto, Masa	ımi	Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Kojima, Kazuto		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Yokota, Jun		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Mukai, Chiaki		Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Abe, Atsushi		Mgmt	Yes	For	For		For	For	No	No	No
1.7	Elect Director Kojo, Yoshiko		Mgmt	Yes	For	For		For	For	No	No	No
1.8	Elect Director Tokita, Takahito		Mgmt	Yes	For	For		For	For	No	No	No
1.9	Elect Director Furuta, Hidenori		Mgmt	Yes	For	For		For	For	No	No	No
1.10	Elect Director Yasui, Mitsuya		Mgmt	Yes	For	For		For	For	No	No	No
2	Appoint Statutory Auditor Hatsu	ukawa, Koji	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/12/2019	arussell	06/12/2019		300,000		300,000
								Total Shares		300,000		300,000

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial



Location(s): All Locations Institution Account(s): PIC\_RTRI

	`	. –											
Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Υ	Pass	No	For	N/A	1,576,783	97.2%	24,269	N/A	2,057	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	1,565,417	96.5%	35,633	N/A	2,057	N/A	Poll	F+A+AB
1.3	Υ	Pass	No	For	N/A	1,559,783	96.2%	41,267	N/A	2,057	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	1,594,420	98.3%	8,163	N/A	526	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	1,599,552	98.6%	3,034	N/A	526	N/A	Poll	F+A+AB
1.6	Υ	Pass	No	For	N/A	1,600,497	98.7%	2,089	N/A	526	N/A	Poll	F+A+AB
1.7	Υ	Pass	No	For	N/A	1,600,672	98.7%	1,914	N/A	526	N/A	Poll	F+A+AB
1.8	Υ	Pass	No	For	N/A	1,572,026	96.9%	29,022	N/A	2,057	N/A	Poll	F+A+AB
1.9	Υ	Pass	No	For	N/A	1,576,497	97.2%	24,555	N/A	2,057	N/A	Poll	F+A+AB
1.10	Υ	Pass	No	For	N/A	1,576,557	97.2%	24,495	N/A	2,057	N/A	Poll	F+A+AB
2	Υ	Pass	No	For	N/A	1,601,012	98.7%	1,549	N/A	526	N/A	Poll	F+A+AB

## **DuPont de Nemours, Inc.**

Meeting Date: 06/25/2019	Country: USA	Primary Security ID: 26614N102	Meeting ID: 1333412
Record Date: 04/26/2019	Meeting Type: Annual	Ticker: DD	

Primary CUSIP: 26614N102 Primary ISIN: US26614N1028 Primary SEDOL: BK0VN47 Proxy Level: 3

Earliest Cutoff Date: 06/24/2019 Shares Voted: 769,320 Votable Shares: 769,320 Shares Instructed: 769,320 \*Shares on Loan: 0

Total Ball	ots: 1 Voting Policy:	ISS				Additional Po	licy:				
Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Edward D. Breen	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director I	nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	nees is warranted.									
1b	Elect Director Ruby R. Chandy	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director I	nominees is warrante	ed.								
	Blended Rationale: A vote FOR the director nomin	nees is warranted.									
1c	Elect Director Franklin K. Clyburn, Jr.	Mgmt	Yes	For	For		For	For	No	No	No

Blended Rationale: A vote FOR the director nominees is warranted.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1d	Elect Director Terrence R. Curtin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nominee	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1e	Elect Director Alexander M. Cutler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1f	Elect Director C. Marc Doyle	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1g	Elect Director Eleuthere I. du Pont	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1h	Elect Director Rajiv L. Gupta	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1i	Elect Director Luther C. Kissam	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1j	Elect Director Frederick M. Lowery	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1k	Elect Director Raymond J. Milchovich	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
11	Elect Director Steven M. Sterin	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomined	es is warrante	d.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **DuPont de Nemours, Inc.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Provide Right to Act by Writ	ten Consent	SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vot shareholder rights.	te FOR this proposal is w	arranted given t	that the abili	ity to act by wi	ritten consent v	vould enhance	•				
	Blended Rationale: A vote FO shareholder rights.	OR this proposal is warran	nted given that t	the ability to	act by written	consent would	d enhance					
5	Report on Pay Disparity		SH	Yes	Against	Against		Against	Against	No	No	No
6	Report on Public Health Risk Petrochemical Operations in Areas		SH	Yes	Against	Against		Against	Against	No	No	No
7	Report on Efforts to Reduce Pollution	Plastic Pellet	SH	Yes	Against	Against		Against	Against	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ible Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		arussell	06/19/2019	arussell	06/19/2019		769,320		769,320
								Total Shares	:	769,320		769,320

#### **Meeting Results**

Outstanding Shares Voted: 2,246,370,461

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1a	Υ	Pass	No	For	1.3%	1,603,106,529	98.7%	21,507,272	1.3%	8,730,464	N/A	Proxy	F+A
1b	Υ	Pass	No	For	0.7%	1,612,423,930	99.3%	12,154,227	0.7%	8,766,108	N/A	Proxy	F+A
1c	Υ	Pass	No	For	0.8%	1,610,693,486	99.2%	13,193,327	0.8%	9,457,452	N/A	Proxy	F+A
1d	Υ	Pass	No	For	0.8%	1,610,972,823	99.2%	12,941,888	0.8%	9,429,554	N/A	Proxy	F+A
1e	Υ	Pass	No	For	4.1%	1,556,918,624	95.9%	66,728,838	4.1%	9,696,803	N/A	Proxy	F+A
1f	Υ	Pass	No	For	0.8%	1,611,963,043	99.2%	12,332,121	0.8%	9,049,101	N/A	Proxy	F+A
1g	Υ	Pass	No	For	0.9%	1,610,451,592	99.1%	14,141,161	0.9%	8,751,512	N/A	Proxy	F+A
1h	Υ	Pass	No	For	1.0%	1,608,066,058	99.0%	16,126,332	1.0%	9,151,875	N/A	Proxy	F+A
1i	Υ	Pass	No	For	0.9%	1,609,714,155	99.1%	14,111,154	0.9%	9,518,956	N/A	Proxy	F+A
1j	Υ	Pass	No	For	0.7%	1,612,590,366	99.3%	11,311,517	0.7%	9,442,382	N/A	Proxy	F+A
1k	Υ	Pass	No	For	0.9%	1,609,929,545	99.1%	13,906,740	0.9%	9,507,980	N/A	Proxy	F+A
11	Υ	Pass	No	For	0.7%	1,612,202,304	99.3%	11,684,839	0.7%	9,457,122	N/A	Proxy	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
2	Y	Pass	No	For	6.4%	1,516,982,899	93.6%	104,407,571	6.4%	11,953,795	N/A	Proxy	F+A
3	Υ	Pass	No	For	2.4%	1,919,305,131	97.6%	37,373,345	1.9%	9,854,830	0.5%	Proxy	F+A+AB
4	Υ	Fail	No	Against	47.2%	763,669,891	47.2%	855,346,093	52.8%	14,328,281	N/A	Proxy	F+A
5	Y	Fail	No	Against	6.7%	107,623,637	6.7%	1,500,295,826	93.3%	25,424,802	N/A	Proxy	F+A
6	Y	Fail	No	Against	7.0%	111,903,594	7.0%	1,487,688,889	93.0%	33,751,782	N/A	Proxy	F+A
7	Y	Fail	No	Against	6.7%	107,773,350	6.7%	1,491,783,148	93.3%	33,787,767	N/A	Proxy	F+A

### **HOYA** Corp.

 Meeting Date: 06/26/2019
 Country: Japan
 Primary Security ID: J22848105
 Meeting ID: 1340488

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 7741

 Primary CUSIP: 122848105
 Primary ISIN: JP3837800006
 Primary SEDOL: 6441506
 Proxy Level: N/A

Earliest Cutoff Date: 06/24/2019 Shares Voted: 218,900 Votable Shares: 218,900 \*Shares on Loan: 0 Shares Instructed: 218,900

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Uchinaga, Yukal	Ю	Mgmt	Yes	For	For		For	For	No	No	No
1.2	Elect Director Urano, Mitsudo		Mgmt	Yes	For	For		For	For	No	No	No
1.3	Elect Director Takasu, Takeo		Mgmt	Yes	For	For		For	For	No	No	No
1.4	Elect Director Kaihori, Shuzo		Mgmt	Yes	For	For		For	For	No	No	No
1.5	Elect Director Yoshihara, Hiroa	aki	Mgmt	Yes	For	For		For	For	No	No	No
1.6	Elect Director Suzuki, Hiroshi		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vot	able Shares	:	Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/18/2019	arussell	06/18/2019		218,900		218,900
								Total Shares	:	218,900		218,900

### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	N/A	3,204,664	98.9%	33,265	N/A	781	N/A	Poll	F+A+AB
1.2	Υ	Pass	No	For	N/A	3,212,043	99.1%	25,885	N/A	781	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.3	Y	Pass	No	For	N/A	3,211,993	99.1%	25,935	N/A	781	N/A	Poll	F+A+AB
1.4	Υ	Pass	No	For	N/A	3,212,141	99.1%	25,787	N/A	781	N/A	Poll	F+A+AB
1.5	Υ	Pass	No	For	N/A	3,212,078	99.1%	25,850	N/A	781	N/A	Poll	F+A+AB
1.6	Y	Pass	No	For	N/A	3,171,121	97.8%	66,808	N/A	781	N/A	Poll	F+A+AB

## Mitsubishi UFJ Financial Group, Inc.

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J44497105
 Meeting ID: 1342161

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8306

 Primary CUSIP: J44497105
 Primary ISIN: JP3902900004
 Primary SEDOL: 6335171
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 7,677,900 Votable Shares: 7,677,900 \*Shares on Loan: 0 Shares Instructed: 7,677,900

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Total Ballo	ots: 1	Voting Policy: ISS					Additional Po	licy:				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, w Dividend of JPY 11	ith a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Fujii, Mariko		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Kato, Kaoru		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Matsuyama, Haruk	a	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Toby S. Myerson		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nomoto, Hirofumi		Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
2.6	Elect Director Okuda, Tsutomu		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Shingai, Yasushi		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Tarisa Watanagase	e	Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Yamate, Akira		Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Kuroda, Tadashi		Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Okamoto, Junichi		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Hirano, Nobuyuki		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Ikegaya, Mikio		Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Araki, Saburo		Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Mike, Kanetsugu		Mgmt	Yes	For	For		For	For	No	No	No
2.16	Elect Director Kamezawa, Hirono	ri	Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	Vota	ble Shares	:	Shares Voted



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# Mitsubishi UFJ Financial Group, Inc.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	rpestana	06/14/2019	rpestana	06/14/2019	7,677,900	7,677,900
						Total Shares:	7,677,900	7,677,900

#### **Meeting Results**

Outstanding Shares Voted: 129,431,095

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	99,160,011	97.7%	421,905	N/A	33,385	N/A	Poll	F+A+AB
2.1	Υ	Pass	No	For	N/A	98,522,399	97.1%	1,069,871	N/A	23,033	N/A	Poll	F+A+AB
2.2	Υ	Pass	No	For	N/A	98,509,192	97.1%	1,085,279	N/A	20,830	N/A	Poll	F+A+AB
2.3	Υ	Pass	No	For	N/A	98,004,527	96.6%	1,589,966	N/A	20,809	N/A	Poll	F+A+AB
2.4	Υ	Pass	No	For	N/A	98,498,248	97.1%	1,096,284	N/A	20,772	N/A	Poll	F+A+AB
2.5	Υ	Pass	No	For	N/A	94,464,496	93.1%	5,129,937	N/A	20,862	N/A	Poll	F+A+AB
2.6	Y	Pass	No	For	N/A	96,232,568	94.9%	3,361,868	N/A	20,866	N/A	Poll	F+A+AB
2.7	Y	Pass	No	For	N/A	98,468,157	97.1%	1,126,261	N/A	20,883	N/A	Poll	F+A+AB
2.8	Y	Pass	No	For	N/A	98,505,376	97.1%	1,089,065	N/A	20,862	N/A	Poll	F+A+AB
2.9	Y	Pass	No	For	N/A	98,476,543	97.1%	1,117,898	N/A	20,860	N/A	Poll	F+A+AB
2.10	Y	Pass	No	For	N/A	95,712,835	94.3%	3,881,592	N/A	20,862	N/A	Poll	F+A+AB
2.11	Y	Pass	No	For	N/A	95,712,239	94.3%	3,882,152	N/A	20,898	N/A	Poll	F+A+AB
2.12	Y	Pass	No	For	N/A	96,420,509	95.0%	3,173,949	N/A	20,842	N/A	Poll	F+A+AB
2.13	Y	Pass	No	For	N/A	96,324,657	94.9%	3,269,722	N/A	20,923	N/A	Poll	F+A+AB
2.14	Y	Pass	No	For	N/A	96,306,244	94.9%	3,288,134	N/A	20,923	N/A	Poll	F+A+AB
2.15	Y	Pass	No	For	N/A	92,028,460	90.7%	7,565,980	N/A	20,849	N/A	Poll	F+A+AB
2.16	Υ	Pass	No	For	N/A	98,173,470	96.8%	1,418,693	N/A	23,139	N/A	Poll	F+A+AB



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Sumitomo Mitsui Financial Group, Inc.**

 Meeting Date: 06/27/2019
 Country: Japan
 Primary Security ID: J7771X109
 Meeting ID: 1343086

Record Date: 03/31/2019 Meeting Type: Annual Ticker: 8316

 Primary CUSIP: J7771X109
 Primary ISIN: JP3890350006
 Primary SEDOL: 6563024
 Proxy Level: N/A

Earliest Cutoff Date: 06/25/2019 Shares Voted: 747,200 Votable Shares: 747,200 \*Shares on Loan: 0 Shares Instructed: 747,200

Total Ballots: 1 Voting Policy: ISS Additional Policy:

I Ulai Baliu		Voting Policy: 155					Auditional P	oney.				
Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Allocation of Income, of Dividend of JPY 95	with a Final	Mgmt	Yes	For	For		For	For	No	No	No
2.1	Elect Director Kunibe, Takeshi		Mgmt	Yes	For	For		For	For	No	No	No
2.2	Elect Director Ota, Jun		Mgmt	Yes	For	For		For	For	No	No	No
2.3	Elect Director Takashima, Mako	to	Mgmt	Yes	For	For		For	For	No	No	No
2.4	Elect Director Nagata, Haruyuk		Mgmt	Yes	For	For		For	For	No	No	No
2.5	Elect Director Nakashima, Toru		Mgmt	Yes	For	For		For	For	No	No	No
2.6	Elect Director Inoue, Atsuhiko		Mgmt	Yes	For	For		For	For	No	No	No
2.7	Elect Director Mikami, Toru		Mgmt	Yes	For	For		For	For	No	No	No
2.8	Elect Director Kubo, Tetsuya		Mgmt	Yes	For	For		For	For	No	No	No
2.9	Elect Director Matsumoto, Masa	nyuki	Mgmt	Yes	For	For		For	For	No	No	No
2.10	Elect Director Arthur M. Mitchel	I	Mgmt	Yes	For	For		For	For	No	No	No
2.11	Elect Director Yamazaki, Shozo		Mgmt	Yes	For	For		For	For	No	No	No
2.12	Elect Director Kono, Masaharu		Mgmt	Yes	For	For		For	For	No	No	No
2.13	Elect Director Tsutsui, Yoshinob	ou	Mgmt	Yes	For	For		For	For	No	No	No
2.14	Elect Director Shimbo, Katsuyos	shi	Mgmt	Yes	For	For		For	For	No	No	No
2.15	Elect Director Sakurai, Eriko		Mgmt	Yes	For	For		For	For	No	No	No
Ballot De	etails											
	nal Account Detail , IA Number)	Custodian Account Number	Ballot Stat	tus	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	06/20/2019	arussell	06/20/2019		747,200		747,200
								Total Share	s: =====	747,200		747,200

#### **Meeting Results**

Outstanding Shares Voted: Results Available: Partial

Item	Voting	Summary	Dissident	Mgmt	Dissent	For	%	Against	%	Abstain	%	Result	Base
#	Proposal		Proposal	Rec	Level		For		Against		Abstain	Туре	



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item Voting Dissident Dissent For % Against % Abstain % Result Base Summary Mgmt Against Abstain Proposal Proposal Level For Type Υ 10,729,199 98.9% N/A Poll 1 Pass No For N/A 53,574 N/A 6.784 F+A+AB 2.1 Υ Pass No For N/A 10,178,887 93.7% 607,793 N/A 12,603 N/A Poll F+A+AB 10,045,984 740,699 12,598 2.2 Pass For N/A 92.5% N/A N/A Poll F+A+AB No 2.3 Υ Pass No For N/A 10,645,162 98.0% 141,534 N/A 12,598 N/A Poll F+A+AB N/A 10,644,331 98.0% 142,360 N/A 12,602 N/A Poll F+A+AB Pass No For 2.5 Υ For 10,614,505 97.7% 172,188 12,600 N/A Poll F+A+AB Pass No N/A N/A 2.6 No N/A 10,330,294 95.1% 456,392 N/A 12,598 N/A Poll F+A+AB For 12,608 Υ 10,333,356 95.1% 453,320 N/A N/A Poll F+A+AB 2.7 Pass No N/A 2.8 Pass No For N/A 10,593,937 97.5% 192,758 N/A 12,598 N/A Poll F+A+AB 2.9 Pass For N/A 10,670,403 98.2% 122,141 N/A 6,753 N/A Poll F+A+AB No 2.10 Υ Pass No For N/A 10,724,516 98.7% 68,039 N/A 6,745 N/A Poll F+A+AB 10,737,113 2.11 Pass No For N/A 98.9% 55,436 N/A 6,749 N/A Poll F+A+AB 2.12 Pass No For N/A 10,722,517 98.7% 70,023 N/A 6,760 N/A Poll F+A+AB 2.13 Pass No For N/A 10,549,401 97.1% 243,143 N/A 6,753 N/A Poll F+A+AB 6,752 For N/A 10,737,678 98.9% 54,868 N/A N/A F+A+AB 2.14 Pass No Poll 2.15 N/A 10,713,205 98.6% 79,347 N/A 6,748 N/A Poll F+A+AB

### Weiss Korea Opportunity Fund Ltd.

Meeting Date: 07/25/2019 Country: Guernsey Primary Security ID: G9519V109 Meeting ID: 1331682

Record Date: 07/23/2019 Meeting Type: Annual Ticker: WKOF

 Primary CUSIP: G9519V109
 Primary ISIN: GG008933LL68
 Primary SEDOL: B933LL6
 Proxy Level: N/A

Earliest Cutoff Date: 07/19/2019 Shares Voted: 2,700,000 Votable Shares: 2,700,000 \*Shares on Loan: 0 Shares Instructed: 2,700,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	For		For	For	No	No	No
3	Ratify KPMG Channel Islands Limited as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Weiss Korea Opportunity Fund Ltd.**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
5	Re-elect Norman Crighton as Dire	ector	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 ai is not without concern for shareho have various roles at other publicly to their role in the Company. The nonerous time constraints. Taking t re-election of Stephen Coe is warn Blended Rationale: Items 5 and 64 not without concern for sharehold	Iders because:* Apart f. y listed companies, which main reason for support this into account, a degr anted because no signif A vote FOR the re-election ers because:* Apart fro	from their roll ich could pote is:* Their ou ee of flexibil ficant concen ion of Norma m their roles	les at the Co entially comp utside roles a ity is conside ns have been n Crighton a at the Com,	ompany, Norma promise their a pare all at invessered appropria in identified. Ind Robert King pany, Norman	an Crighton and bility to common trusts and te. Item 7A voto g is warranted, Crighton and I	d Robert King it sufficient time nd have less e FOR the although it is Robert King have					
	various roles at other publicly liste their role in the Company. The mai onerous time constraints. Taking t re-election of Stephen Coe is warr.	in reason for support is: his into account, a degr	* Their outsi ree of flexibili	ide roles are ity is conside	all at investmered appropria	ent trusts and	have less					
6	Re-elect Robert King as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 ai is not without concern for shareho have various roles at other publicly to their role in the Company. The nonerous time constraints. Taking t re-election of Stephen Coe is warn.	lders because:* Apart f. v listed companies, whic nain reason for support his into account, a degr	from their roll ch could pote is:* Their ou ree of flexibill	les at the Co entially comp itside roles a ity is conside	mpany, Norma promise their a pare all at invest pered appropria	an Crighton and bility to commi tment trusts an	d Robert King it sufficient time nd have less	•				
	Blended Rationale: Items 5 and 64 not without concern for sharehold various roles at other publicly liste their role in the Company. The mai onerous time constraints. Taking the re-election of Stephen Coe is warr.	ers because:* Apart froi d companies, which cou in reason for support is: his into account, a degr	m their roles uld potentially * Their outsi ree of flexibill	at the Composity compromised to the compromised to the composity is considerated to the considerated to th	pany, Norman se their ability all at investm ered appropria	Crighton and P to commit suff ent trusts and	Robert King have icient time to have less	?				
7	Re-elect Stephen Coe as Director		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: Items 5 ai is not without concern for shareho have various roles at other publicly to their role in the Company. The nonerous time constraints. Taking t re-election of Stephen Coe is warn	lders because:* Apart f. v listed companies, whic nain reason for support his into account, a degr	from their roll ch could pote is:* Their ou ree of flexibill	les at the Co entially comp itside roles a ity is conside	mpany, Norma promise their a pare all at invest pered appropria	an Crighton and bility to commi tment trusts an	d Robert King it sufficient time nd have less	•				
	Blended Rationale: Items 5 and 64 not without concern for sharehold various roles at other publicly listed their role in the Company. The main onerous time constraints. Taking the re-election of Stephen Coe is warrants.	ers because:* Apart froi d companies, which cou in reason for support is: his into account, a degr	m their roles uld potentially * Their outsure "Their outsuree of flexibill	at the Composity compromisite roles are ity is consider	pany, Norman se their ability all at investme ered appropria	Crighton and P to commit suff ent trusts and	Robert King have icient time to have less	?				
8	Authorise Market Purchase of Ord	dinary Shares	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes
	Voting Policy Rationale: A vote AG recommended limit of no more that				ne proposed an	mount exceeds	the					
	Blended Rationale: A vote AGAINS limit of no more than 15 percent of		ranted becau	se:* The pro	oposed amoun	t exceeds the l	recommended					
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Statu	ıs	Instructor Name	Date Instructed	Approver Name	Date Approved	,	Votable Shares	s	Shares Voted



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Weiss Korea Opportunity Fund Ltd.**

Ballot	<b>Details</b>
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Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	07/16/2019	arussell	07/16/2019	2,700,000	2,700,000
						Total Shares:	2,700,000	2,700,000

#### **Meeting Results**

**Outstanding Shares Voted:** 

#### Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
2	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
3	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
4	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
5	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
6	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
7	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A
8	Υ	Pass	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A

### **McKesson Corporation**

Meeting Date: 07/31/2019	Country: USA	Primary Security ID: 58155Q103	Meeting ID: 1348867
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Record Date: 06/04/2019 Meeting Type: Annual Ticker: MCK

 Primary CUSIP: 58155Q103
 Primary ISIN: US58155Q1031
 Primary SEDOL: 2378534
 Proxy Level: 3

Earliest Cutoff Date: 07/30/2019 Shares Voted: 88,580 Votable Shares: 88,580 \*Shares on Loan: 0 Shares Instructed: 88,580

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Dominic J. Caruso	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.2	Elect Director N. Anthony Coles	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	rd.								

Blended Rationale: A vote FOR the director nominees is warranted.

<sup>\*</sup>Shares on loan data is only provided for a select group of custodians. Please contact your ISS Client Service Team with any questions.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **McKesson Corporation**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.3	Elect Director M. Christine Jacobs	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.4	Elect Director Donald R. Knauss	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.5	Elect Director Marie L. Knowles	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.6	Elect Director Bradley E. Lerman	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.7	Elect Director Edward A. Mueller	Mgmt	Yes	For	For		For	Against	Yes	Yes	Yes
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.8	Elect Director Susan R. Salka	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.9	Elect Director Brian S. Tyler	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
1.10	Elect Director Kenneth E. Washington	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR the director nomine	es is warrante	ed.								
	Blended Rationale: A vote FOR the director nominees is	warranted.									
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **McKesson Corporation**

roposal Iumber	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
3	Advisory Vote to Ratify Name Officers' Compensation	ed Executive	Mgmt	Yes	For	Against		Against	Against	Yes	No	No
	Voting Policy Rationale: A vote benefits in connection with his based on a contractually oblig unchanged from the prior yea, payouts for other NEOs were of	retirement. In addition, ated individual performa rwhen financial performa	Hammergren's nce multiplier re ance was lower	annual ince elated to his . Further, fo	entive payout v s retirement, re or a second con	vas increased b esulting in a pa nsecutive year,	ny 33 percent yout that was annual incenti	ve				
	Blended Rationale: A vote AGA benefits in connection with his based on a contractually oblig unchanged from the prior yea, payouts for other NEOs were of	retirement. In addition, ated individual performa r when financial performa	Hammergren's nce multiplier re ance was lower	annual ince elated to his . Further, fo	entive payout v s retirement, re or a second con	vas increased b esulting in a pa nsecutive year,	ny 33 percent yout that was annual incenti	ive				
4	Report on Lobbying Payment	s and Policy	SH	Yes	Against	For		For	For	Yes	No	No
	Voting Policy Rationale: A vote practices and policies, such as benefit shareholders in assess.	its trade association me ing its management of re	mberships and pelated risks.	payments, d	and board ove	rsight mechanis	sms would					
	Blended Rationale: A vote FOF and policies, such as its trade shareholders in assessing its n	association memberships	s and payments				•	es				
5	Reduce Ownership Threshold Shareholders to Call Special I		SH	Yes	Against	For		For	Against	No	Yes	Yes
	Voting Policy Rationale: A vote special meetings.	e FOR this proposal is wa	nrranted as it wo	ould further	enhance the e	existing shareho	older right to ca	all				
	Blended Rationale: A vote FOR special meetings.	? this proposal is warrant	ted as it would i	further enha	ance the existil	ng shareholder	right to call					
Ballot D	etails											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved	,	otable Shares		Shares Voted
(IA Name												
PIC_RTRI,	PIC_RTRI	282301.001	Confirmed		arussell	07/24/2019	arussell	07/24/2019		88,580		88,580

#### **Meeting Results**

Outstanding Shares Voted: 186,377,093 Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.1	Y	Pass	No	For	0.4%	150,328,181	99.6%	664,725	0.4%	453,829	N/A	Proxy	F+A
1.2	Υ	Pass	No	For	15.1%	128,160,810	84.9%	22,835,254	15.1%	450,672	N/A	Proxy	F+A
1.3	Υ	Pass	No	For	6.4%	141,274,161	93.6%	9,736,587	6.4%	435,986	N/A	Proxy	F+A
1.4	Y	Pass	No	For	0.7%	149,994,925	99.3%	995,857	0.7%	455,949	N/A	Proxy	F+A
1.5	Y	Pass	No	For	6.8%	140,784,484	93.2%	10,238,484	6.8%	423,769	N/A	Proxy	F+A



Location(s): All Locations

Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1.6	Υ	Pass	No	For	11.4%	133,735,983	88.6%	17,250,081	11.4%	460,670	N/A	Proxy	F+A
1.7	Υ	Pass	No	For	13.1%	131,196,367	86.9%	19,803,011	13.1%	447,355	N/A	Proxy	F+A
1.8	Υ	Pass	No	For	11.6%	133,430,340	88.4%	17,579,622	11.6%	436,772	N/A	Proxy	F+A
1.9	Υ	Pass	No	For	0.6%	150,162,153	99.4%	847,588	0.6%	436,996	N/A	Proxy	F+A
1.10	Υ	Pass	No	For	0.4%	150,390,774	99.6%	593,109	0.4%	462,853	N/A	Proxy	F+A
2	Υ	Pass	No	For	5.3%	157,959,216	94.7%	8,255,084	5.0%	549,635	0.3%	Proxy	F+A+AB
3	Υ	Fail	No	For	59.6%	61,120,284	40.4%	89,828,106	59.3%	498,322	0.3%	Proxy	F+A+AB
4	Υ	Fail	No	Against	46.2%	68,799,661	45.4%	81,404,262	53.8%	1,242,785	0.8%	Proxy	F+A+AB
5	Υ	Fail	No	Against	41.3%	62,120,524	41.0%	88,874,669	58.7%	451,064	0.3%	Proxy	F+A+AB

### **Dixons Carphone Plc**

Meeting Date: 09/05/2019 Country: United Kingdom Primary Security ID: G2903R107 Meeting ID: 1348583

Record Date: 09/03/2019 Meeting Type: Annual Ticker: DC

Primary CUSIP: G2903R107 Primary ISIN: GB00B4Y7R145 Primary SEDOL: B4Y7R14 Proxy Level: N/A

Earliest Cutoff Date: 08/30/2019 Shares Voted: 8,369,130 Votable Shares: 8,369,130 \*Shares on Loan: 0 Shares Instructed: 8,369,130

Total Ballots: 1 Voting Policy: ISS **Additional Policy:** 

Propos Numbe		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Accept Financial Statements and Statutory Reports	Mgmt	Yes	For	For		For	For	No	No	No
2	Approve Remuneration Report	Mgmt	Yes	For	Against		Against	For	No	Yes	Yes

Voting Policy Rationale: A vote AGAINST the remuneration report is warranted: \* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years – despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.

Blended Rationale: A vote AGAINST the remuneration report is warranted: \* LTIP awards levels for FY2019/20 are at a significant uplift as compared to previous years – despite the rebalancing of remuneration framework with reduced LTI opportunity going forward - because of a significant decline in the Company's share price. The Remuneration Committee considered the share price performance and did not consider it appropriate to adjust the LTI award size; and\* Bonus payout levels are not considered to be in line with the Company's overall performance.

3	Approve Remuneration Policy	Mgmt	Yes	For	For	For	For	No	No	No
4	Approve Final Dividend	Mgmt	Yes	For	For	For	For	No	No	No
5	Elect Eileen Burbidge as Director	Mamt	Yes	For	For	For	For	No	No	No

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

Blended Rationale: A vote FOR these candidates is warranted as no significant concerns have been identified.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

## **Dixons Carphone Plc**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Re-elect Alex Baldock as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	re been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	cerns have be	en identified.						
7	Re-elect Tony DeNunzio as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	re been identifie	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	cerns have be	en identified.						
8	Re-elect Andrea Gisle Joosen as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	re been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	cerns have be	en identified.						
9	Re-elect Lord Livingston of Parkhead as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	e been identifi	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	cerns have be	en identified.						
10	Re-elect Jonny Mason as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	re been identifie	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	ncerns have be	en identified.						
11	Re-elect Fiona McBain as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	e been identifie	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	cerns have be	en identified.						
12	Re-elect Gerry Murphy as Director	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these candidates is	warranted as	no significan	t concerns hav	re been identifie	ed.					
	Blended Rationale: A vote FOR these candidates is warra	anted as no si	gnificant con	cerns have be	en identified.						
13	Reappoint Deloitte LLP as Auditors	Mgmt	Yes	For	For		For	For	No	No	No
14	Authorise Board to Fix Remuneration of Auditors	Mgmt	Yes	For	For		For	For	No	No	No
15	Authorise EU Political Donations and Expenditure	Mgmt	Yes	For	For		For	For	No	No	No
16	Approve Colleague Shareholder Scheme	Mgmt	Yes	For	For		For	For	No	No	No
17	Approve Share Incentive Plan	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

# **Dixons Carphone Plc**

Proposal Number	Proposal Text		Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against on Mgmt	Vote Against Policy	Vote Against ISS
18	Authorise Issue of Equity		Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo within recommended limits.	te FOR these resolutions	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FC recommended limits.	OR these resolutions is co	nsidered warran	ted as the p	proposed amo	ounts and duration	ons are within					
19	Authorise Issue of Equity w Rights	rithout Pre-emptive	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vo within recommended limits.	te FOR these resolutions	is considered wa	arranted as	the proposed	amounts and d	urations are					
	Blended Rationale: A vote FC recommended limits.	OR these resolutions is co	nsidered warran	ted as the p	proposed amo	unts and duration	ons are within					
20	Authorise Market Purchase	of Ordinary Shares	Mgmt	Yes	For	For		For	For	No	No	No
21	Authorise the Company to Meeting with Two Weeks' N		Mgmt	Yes	For	For		For	For	No	No	No
Ballot D	<b>Details</b>											
	onal Account Detail e, IA Number)	Custodian Account Number	Ballot Stat	us	Instructor Name	Date Instructed	Approver Name	Date Approved		Votable Shares		Shares Voted
PIC_RTRI,	, PIC_RTRI	282301.001	Confirmed		rpestana	08/29/2019	rpestana	08/29/2019		8,369,130		8,369,130
								Total Shares	:	8,369,130		8,369,130

#### **Meeting Results**

Outstanding Shares Voted: 1,162,360,001

Results Available: Partial

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	0.0%	964,149,291	100.0%	129,414	0.0%	935,686	N/A	Poll	F+A
2	Υ	Pass	No	For	23.5%	738,083,754	76.5%	226,263,505	23.5%	867,132	N/A	Poll	F+A
3	Υ	Pass	No	For	10.7%	831,610,451	89.3%	100,031,252	10.7%	33,572,688	N/A	Poll	F+A
4	Υ	Pass	No	For	0.5%	960,566,776	99.5%	4,643,402	0.5%	4,213	N/A	Poll	F+A
5	Υ	Pass	No	For	0.0%	965,101,427	100.0%	81,320	0.0%	31,641	N/A	Poll	F+A
6	Υ	Pass	No	For	0.2%	963,353,376	99.8%	1,832,481	0.2%	28,531	N/A	Poll	F+A
7	Υ	Pass	No	For	2.5%	940,418,094	97.5%	23,894,565	2.5%	901,729	N/A	Poll	F+A
8	Υ	Pass	No	For	1.7%	949,240,761	98.3%	15,941,102	1.7%	32,525	N/A	Poll	F+A
9	Υ	Pass	No	For	3.2%	933,871,949	96.8%	31,312,432	3.2%	30,007	N/A	Poll	F+A
10	Υ	Pass	No	For	0.3%	962,449,205	99.7%	2,736,844	0.3%	28,339	N/A	Poll	F+A



Location(s): All Locations
Institution Account(s): PIC\_RTRI

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
11	Υ	Pass	No	For	0.3%	962,173,509	99.7%	2,915,952	0.3%	124,927	N/A	Poll	F+A
12	Υ	Pass	No	For	3.2%	934,368,653	96.8%	30,815,795	3.2%	29,943	N/A	Poll	F+A
13	Υ	Pass	No	For	0.8%	929,722,046	99.2%	7,523,435	0.8%	27,968,910	N/A	Poll	F+A
14	Υ	Pass	No	For	0.1%	964,302,295	99.9%	898,544	0.1%	13,549	N/A	Poll	F+A
15	Υ	Pass	No	For	7.4%	857,710,889	92.6%	68,512,964	7.4%	38,990,538	N/A	Poll	F+A
16	Υ	Pass	No	For	0.0%	964,856,895	100.0%	315,736	0.0%	41,757	N/A	Poll	F+A
17	Υ	Pass	No	For	0.1%	964,659,312	99.9%	517,138	0.1%	37,938	N/A	Poll	F+A
18	Υ	Pass	No	For	0.0%	965,010,811	100.0%	175,238	0.0%	28,342	N/A	Poll	F+A
19	Υ	Pass	No	For	0.0%	964,998,580	100.0%	172,329	0.0%	43,479	N/A	Poll	F+A
20	Υ	Pass	No	For	2.9%	936,813,988	97.1%	28,136,396	2.9%	264,004	N/A	Poll	F+A
21	Υ	Pass	No	For	1.4%	951,324,537	98.6%	13,884,975	1.4%	4,876	N/A	Poll	F+A

#### **Whitbread Plc**

Country: United Kingdom Primary Security ID: G9606P197 Meeting ID: 1380337 Meeting Date: 12/06/2019 Record Date: 12/04/2019 Meeting Type: Special Ticker: WTB Primary CUSIP: G9606P197 Primary ISIN: GB00B1KJJ408 Primary SEDOL: B1KJJ40 Proxy Level: N/A Shares Voted: 305,805 Shares Instructed: 305,805 Earliest Cutoff Date: 12/02/2019 Votable Shares: 305,805 \*Shares on Loan: 0 Total Ballots: 1 Voting Policy: ISS **Additional Policy:** Vote Vote Vote Additional Voting Votable Vote Proposal Against Against Against Number **Proposal Text** Proponent Proposal **Mgmt Rec** ISS Rec **Policy Rec Policy Rec** Instruction Mgmt Policy ISS Approve Remuneration Policy Mgmt Yes For Against Against Against Yes No No Voting Policy Rationale: A vote AGAINST the remuneration policy is considered warranted on account of:\* The proposed policy replaces a performance based long term incentive structure with a non-performance based one, leading to higher certainty of reward outcomes. The change is not considered to be accompanied with a sufficient reduction in quantum opportunity. Blended Rationale: A vote AGAINST the remuneration policy is considered warranted on account of:\* The proposed policy replaces a performance based long term incentive structure with a non-performance based one, leading to higher certainty of reward outcomes. The change is not considered to be accompanied with a sufficient reduction in quantum opportunity. 2 Approve Restricted Share Plan Mgmt Yes Against Against Yes No No Voting Policy Rationale: A vote AGAINST the Restricted Share Plan is considered warranted on account of:\* The proposed award of non-performance based restricted shares forms part of the reworked remuneration framework. There is some reduction in overall quantum but this is not considered sufficient to justify the higher certainty of quantum on offer.

**Ballot Details** 

Institutional Account Detail (IA Name, IA Number) Custodian Instructor Date Approver Date (IA Name, IA Number) Ballot Status Name Instructed Name Approved Votable Shares Shares Voted

Blended Rationale: A vote AGAINST the Restricted Share Plan is considered warranted on account of:\* The proposed award of non-performance based restricted shares forms part of the reworked remuneration framework. There is some reduction in

overall quantum but this is not considered sufficient to justify the higher certainty of quantum on offer.



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **Whitbread Plc**

Ballot	<b>Details</b>
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Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	arussell	11/28/2019	arussell	11/28/2019	305,805	305,805
						Total Shares:	305,805	305,805

#### **Meeting Results**

Outstanding Shares Voted: 133,700,562

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
1	Y	Pass	No	For	29.5%	64,495,817	70.5%	27,038,317	29.5%	178,635	N/A	Poll	F+A
2	Υ	Pass	No	For	30.2%	63,908,522	69.8%	27,622,131	30.2%	182,116	N/A	Poll	F+A

### **China Life Insurance Company Limited**

Meeting Date: 12/19/2019Country: ChinaPrimary Security ID: Y1477R204Meeting ID: 1375106

Record Date: 11/18/2019 Meeting Type: Special Ticker: 2628

 Primary CUSIP: Y1477R204
 Primary ISIN: CNE1000002L3
 Primary SEDOL: 6718976
 Proxy Level: N/A

Earliest Cutoff Date: 12/13/2019 Shares Voted: 4,541,000 Votable Shares: 4,541,000 \*Shares on Loan: 0 Shares Instructed: 4,541,000

Total Ballots: 1 Voting Policy: ISS Additional Policy:

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt	No								
1	Elect Zhao Peng as Director	SH	Yes	For	For		For	For	No	No	No
2	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	Yes	For	For		For	For	No	No	No
	Voting Policy Rationale: A vote FOR these resolutions is the recent changes to laws and regulatory requirements	-		proposed ame	ndments are in	accordance wi	th				
	Blended Rationale: A vote FOR these resolutions is warn recent changes to laws and regulatory requirements of the second control of	-	nat the prop	osed amendme	ents are in acco	ordance with the	ę				
	RESOLUTIONS IN RELATION TO THE RENEWAL OF CONTINUING CONNECTED TRANSACTIONS WITH CHINA LIFE AMP ASSET MANAGEMENT CO., LTD.	Mgmt	No								
3.1	Approve Company Framework Agreement, Pension Company Framework Agreement, Annual Caps and Related Transactions	Mgmt	Yes	For	For		For	For	No	No	No



Location(s): All Locations
Institution Account(s): PIC\_RTRI

### **China Life Insurance Company Limited**

Proposal Number	Proposal Text	Proponent	Votable Proposal	Mgmt Rec	ISS Rec	Additional Policy Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3.2	Approve CLIC Framework Agreement, CLP&C Framework Agreement, CLI Framework Agreement, Annual Caps and Related Transactions	Mgmt	Yes	For	For		For	For	No	No	No
4	Approve Renewal of the Framework Agreement for Daily Connected Transactions between the Company and China Guangfa Bank Co., Ltd.	Mgmt	Yes	For	For		For	For	No	No	No
5	Approve Amendments to Articles of Association	Mgmt	Yes	For	For		For	For	No	No	No

Voting Policy Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

Blended Rationale: A vote FOR these resolutions is warranted given that the proposed amendments are in accordance with the recent changes to laws and regulatory requirements of the company.

#### **Ballot Details**

Institutional Account Detail (IA Name, IA Number)	Custodian Account Number	Ballot Status	Instructor Name	Date Instructed	Approver Name	Date Approved	Votable Shares	Shares Voted
PIC_RTRI, PIC_RTRI	282301.001	Confirmed	Auto-Instructed	12/14/2019	Auto-Approved	12/14/2019	4,541,000	4,541,000
						Total Shares:	4,541,000	4,541,000

#### **Meeting Results**

Outstanding Shares Voted: 28,264,705,000

Results Available: Full

Item #	Voting Proposal	Summary	Dissident Proposal	Mgmt Rec	Dissent Level	For	% For	Against	% Against	Abstain	% Abstain	Result Type	Base
	N												
1	Υ	Pass	No	For	0.4%	22,436,607,588	99.5%	89,559,724	0.4%	12,781,550	0.1%	Poll	F+A+AB
2	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB
	N												
3.1	Υ	Pass	No	For	2.0%	3,149,854,500	98.0%	181,140	0.0%	65,383,222	2.0%	Poll	F+A+AB
3.2	Υ	Pass	No	For	1.9%	3,153,999,520	98.1%	184,105	0.0%	61,235,237	1.9%	Poll	F+A+AB
4	Υ	Pass	No	For	0.3%	22,473,390,370	99.7%	4,342,490	0.0%	61,216,002	0.3%	Poll	F+A+AB
5	Υ	Withdrawn	No	For	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Poll	F+A+AB

#### **Vote Summary Report**



Reporting Period: 01/01/2019 to 12/31/2019

Location(s): All Locations
Institution Account(s): PIC\_RTRI

#### **PARAMETERS**

Location(s): All Locations

Account Group(s): All Account Groups Institution Account(s): PIC\_RTRI

Custodian Account(s): All Custodian Accounts

Additional Policy: None ADR Meetings: All Meetings Ballot Statuses: All Statuses Contrary Votes: All Votes Date Format: MM/DD/YYYY

Header Display: Repeat Headers for Any Meeting Split by Multiple Pages

Markets: All Markets

Meeting ID's: All Meeting ID's Meeting Types: All Meeting Types PoA Markets: All Markets

Proposal Proponents: All Proponents

Rationale: All Rationale

Recommendations: All Recommendations Record Date Markets: All Markets Shareblocking Markets: All Markets Sort Order: Meeting Date, Company Name Vote Instructions: All Instructions

Voting Policies: All Policies

Zero (0) Share Ballots: Exclude 0 Share Ballots

Account Watchlist: None Country Watchlist: None Issuer Watchlist: None Proposal Code Watchlist: None

Proposal Code Watchlist - Agenda Output: Include Exact Matches Only