

## ACTIVE OWNERSHIP – PROXY VOTING

### Table of Contents

#### **Pages 2-74**

Aggregate Proxy Voting Record

#### **Pages 75-116**

US Large Cap Growth Proxy Voting Record

#### **Pages 117-166**

Global Growth Proxy Voting Record

#### **Pages 167-192**

Global Focus Growth Proxy Voting Record

#### **Pages 193-240**

Dividend Growth Proxy Voting Record

### DISCLOSURE

This report represents all the proxy proposals reviewed by DSM Capital Partners LLC (“DSM”) between 01/01/2024 and 12/31/2024 for holdings owned by DSM’s advisory clients. Per DSM’s Proxy Voting Policy, there may be situations in which DSM may abstain from voting a particular proxy or proposal. Please refer to DSM’s Proxy Voting Policy located at <https://dsmcapital.com/stewardship/> for additional information. All proxy proposal decisions listed are the opinion of DSM and are not intended as a forecast, a guarantee of future results, investment recommendation, or an offer to buy or sell any securities. It should not be assumed that investments in such securities have been or will be profitable. The specific securities do not represent all the securities purchased, sold, or recommended for advisory clients. The information contained herein has been prepared from sources believed reliable but is not guaranteed by us as to its timeliness or accuracy and is not a complete summary or statement of all available data. This report is for informational purposes only.

## VOTE SUMMARY REPORT

### DSM Aggregate Proxy Voting Record

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

#### Voting Statistics

	Total	Percent
Votable Meetings	44	
Meetings Voted	44	100.00%
Meetings with One or More Votes Against Management	13	29.55%
Votable Ballots	90	
Ballots Voted	90	100.00%

Note: A meeting is votable when one or more ballots are eligible to vote at the meeting, and differences in votable meetings and ballots occurs when multiple ballots are available to vote for the same meeting.

	Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	581		65		646	
Proposals Voted	581	100.00%	65	100.00%	646	100.00%
FOR Votes	563	96.90%	10	15.38%	573	88.70%
AGAINST Votes	15	2.58%	55	84.62%	70	10.84%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	2	0.34%	0	0.00%	2	0.31%
Votes WITH Management	567	97.59%	57	87.69%	624	96.59%
Votes AGAINST Management	14	2.41%	8	12.31%	22	3.41%
Significant Votes	0	0.00%	0	0.00%	0	0.00%

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.

#### E, S, G Pillar Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Environmental	5	0.77%	5	0.77%	0	0.00%	5	7.69%	5	0.77%
Social	35	5.42%	35	5.42%	1	0.17%	34	52.31%	35	5.42%
Governance	589	91.18%	589	91.18%	578	99.48%	11	16.92%	589	91.18%
E&S Blended	13	2.01%	13	2.01%	2	0.34%	11	16.92%	13	2.01%
S&G Blended	2	0.31%	2	0.31%	0	0.00%	2	3.08%	2	0.31%
E&S&G Blended	2	0.31%	2	0.31%	0	0.00%	2	3.08%	2	0.31%
<b>Total Unique Proposal(s)</b>	<b>646</b>		<b>646</b>		<b>581</b>		<b>65</b>		<b>646</b>	

Note: For Blended Pillars, clients should review the E,S,G pillar designation provided in the meeting's proposal data.

## Proposal Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		Votes Against Management		Significant Votes	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Audit Related	45	6.97%	45	6.97%	45	6.97%	0	0.00%	1	0.15%	0	0.00%
Capitalization	25	3.87%	25	3.87%	25	3.87%	0	0.00%	0	0.00%	0	0.00%
Company Articles	5	0.77%	5	0.77%	4	0.62%	1	0.15%	1	0.15%	0	0.00%
Compensation	62	9.60%	62	9.60%	59	9.13%	3	0.46%	3	0.46%	0	0.00%
Corporate Governance	5	0.77%	5	0.77%	0	0.00%	5	0.77%	2	0.31%	0	0.00%
Director Election	375	58.05%	375	58.05%	375	58.05%	0	0.00%	7	1.08%	0	0.00%
Director Related	30	4.64%	30	4.64%	28	4.33%	2	0.31%	1	0.15%	0	0.00%
E&S Blended	13	2.01%	13	2.01%	2	0.31%	11	1.70%	0	0.00%	0	0.00%
Environmental	5	0.77%	5	0.77%	0	0.00%	5	0.77%	1	0.15%	0	0.00%
Miscellaneous	4	0.62%	4	0.62%	2	0.31%	2	0.31%	1	0.15%	0	0.00%
Mutual Funds	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
No Research	3	0.46%	3	0.46%	3	0.46%	0	0.00%	0	0.00%	0	0.00%
Non-Routine Business	2	0.31%	2	0.31%	0	0.00%	2	0.31%	0	0.00%	0	0.00%
Routine Business	29	4.49%	29	4.49%	29	4.49%	0	0.00%	1	0.15%	0	0.00%
Social	35	5.42%	35	5.42%	1	0.15%	34	5.26%	4	0.62%	0	0.00%
Strategic Transactions	1	0.15%	1	0.15%	1	0.15%	0	0.00%	0	0.00%	0	0.00%
Takeover Related	7	1.08%	7	1.08%	7	1.08%	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>646</b>	<b>100.00%</b>	<b>646</b>	<b>100.00%</b>	<b>581</b>	<b>89.94%</b>	<b>65</b>	<b>10.06%</b>	<b>22</b>	<b>3.41%</b>	<b>0</b>	<b>0.00%</b>

## Intuit Inc.

**Meeting Date:** 01/18/2024

**Country:** USA

**Ticker:** INTU

**Record Date:** 11/20/2023

**Meeting Type:** Annual

**Meeting ID:** 1806332

**Primary CUSIP:** 461202103

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Eve Burton	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1b		Elect Director Scott D. Cook	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1c		Elect Director Richard L. Dalzell	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1d		Elect Director Sasan K. Goodarzi	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1e		Elect Director Deborah Liu	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1f		Elect Director Tekedra Mawakana	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1g		Elect Director Suzanne Nora Johnson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										

## Intuit Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Ryan Roslansky	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Thomas Szkutak	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Raul Vazquez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Eric S. Yuan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.</i>								
3		Advisory Vote on Say on Pay Frequency	G	Mgmt	Yes	One Year	One Year	One Year	No	No
		<i>Voting Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
5		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
6		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against	For	For	Yes	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>								

## Visa Inc.

**Meeting Date:** 01/23/2024

**Country:** USA

**Ticker:** V

**Record Date:** 11/24/2023

**Meeting Type:** Annual

**Meeting ID:** 1809416

**Primary CUSIP:** 92826C839

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Lloyd A. Carney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Kermit R. Crawford	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1c		Elect Director Francisco Javier Fernandez-Carbajal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1d		Elect Director Ramon Laguarta	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1e		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1f		Elect Director John F. Lundgren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1g		Elect Director Ryan McInerney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1h		Elect Director Denise M. Morrison	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Pamela Murphy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Linda J. Rendle	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Maynard G. Webb, Jr.	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the annual and long-term incentives are primarily performance based, certain concerns are noted under both programs relating to the lack of per-metric weightings and the use of annual performance periods in the LTI.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Approve Class B Exchange Offer Program Certificate Amendments	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. At present, upon the resolution of certain litigation, a large number of Class B shares will become freely convertible into Class A shares all at once, which could lead to market disruptions and volatility for Class A shareholders. The proposed exchange offer provides for a more methodical approach to the conversion of the Class B shares, which would occur in stages and release smaller portions of Class B shares for conversion, thereby mitigating some of this risk.</i>								
5		Adjourn Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as support for the underlying proposals at the shareholder meeting is warranted.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Submit Severance Agreement (Change-in-Control) to Shareholder Vote	G	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis absent shareholder approval, and no significant concerns are identified with respect to the company's broad-based equity award treatment.</i></p>										

Accenture plc

**Meeting Date:** 01/31/2024      **Country:** Ireland      **Ticker:** ACN  
**Record Date:** 12/04/2023      **Meeting Type:** Annual      **Meeting ID:** 1811227  
**Primary CUSIP:** G1151C101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jaime Ardila	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1b		Elect Director Martin Brudermuller	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1c		Elect Director Alan Jope	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1d		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1e		Elect Director Beth E. Mooney	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1f		Elect Director Gilles C. Pelisson	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1g		Elect Director Paula A. Price	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1h		Elect Director Venkata (Murthy) Renduchintala	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1i		Elect Director Arun Sarin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1j		Elect Director Julie Sweet	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1k		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										

## Accenture plc

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted. While shareholders would benefit from more substantial disclosure of goal definition, CEO pay and company performance are reasonably aligned at this time.</i>										
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>										
4		Amend Nonqualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.</i>										
5		Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
6		Renew the Board's Authority to Issue Shares Under Irish Law	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>										
7		Authorize Board to Opt-Out of Statutory Pre-Emption Rights	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>										
8		Determine Price Range for Reissuance of Treasury Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i>										

## PT Bank Mandiri (Persero) Tbk

**Meeting Date:** 03/07/2024

**Country:** Indonesia

**Ticker:** BMRI

**Record Date:** 02/12/2024

**Meeting Type:** Annual

**Meeting ID:** 1818374

**Primary CUSIP:** Y7123S108

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Approve Annual Report, Financial Statements, Statutory Reports, Report of the Micro and Small Business Funding Program (PUMK), and Discharge of Directors and Commissioners	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues surrounding the company's financial statements.</i>										
2		Approve Allocation of Income	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>										

## PT Bank Mandiri (Persero) Tbk

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Approve Remuneration and Tantiem of Directors and Commissioners	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>										
4		Appoint Auditors of the Company and the Micro and Small Business Funding Program (PUMK)	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted given that the non-audit fees exceeded the total audit fees paid to the company's audit firm in the latest fiscal year without satisfactory explanation.</i>										
5		Accept Report on the Use of Proceeds from the Shelf Public Offering of Shelf Green Bonds I Tranche I of Bank Mandiri of 2023	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										
6		Approve Company's Recovery Plan Update	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>										
7		Amend Articles of Association	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted given the lack of further information to make an informed voting decision.</i>										
8		Approve Changes in the Boards of the Company	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted given the lack of information to make an informed voting decision.</i>										

## AstraZeneca PLC

**Meeting Date:** 04/11/2024

**Country:** United Kingdom

**Ticker:** AZN

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1823178

**Primary CUSIP:** G0593M107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.</i>										
2		Approve Dividends	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>										
3		Reappoint PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>										



Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Authorise Board to Fix Remuneration of Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i>										
5a		Re-elect Michel Demare as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>										
5b		Re-elect Pascal Soriot as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>										
5c		Re-elect Aradhana Sarin as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>										
5d		Re-elect Philip Broadley as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>										
5e		Re-elect Euan Ashley as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>										
5f		Re-elect Deborah DiSanzo as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i>										

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

## AstraZeneca PLC

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i></p>										
7		Approve Remuneration Policy	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted: * The new maximum pay opportunities, especially a new LTIP maximum of 850% of salary, represent a substantial pay adjustment which positions executive pay very significantly above the Company's FTSE 10 peers. Bonus opportunities are increased simultaneously, further increasing variable pay. * The proposed variable incentive repositioning follows a trend of large increases to potential pay every policy year and represents the opportunity of an additional 3.5x salary since 2020 (although the growth of the Company in market cap, revenue, and TSR since 2020 is also recognised). The merits of the Company's rationale are acknowledged: AstraZeneca undoubtedly has a global reach, is in a high-paying sector, and is led by a very highly regarded CEO. However, the degree by which the new opportunity exceeds FTSE peers is very high, to the extent that support is not recommended.</i></p>										
8		Amend Performance Share Plan 2020	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted: * The new LTIP maximum of 850% of salary represents a significant pay adjustment which positions executive pay significantly above the Company's FTSE 10 peers.</i></p>										
9		Authorise UK Political Donations and Expenditure	S	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because the Company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.</i></p>										
10		Authorise Issue of Equity	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i></p>										
11		Authorise Issue of Equity without Pre-emptive Rights	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i></p>										
12		Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i></p>										
13		Authorise Market Purchase of Ordinary Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i></p>										
14		Authorise the Company to Call General Meeting with Two Weeks' Notice	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i></p>										

## Adobe Inc.

**Meeting Date:** 04/17/2024

**Record Date:** 02/20/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 00724F101

**Ticker:** ADBE

**Meeting ID:** 1828583

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Cristiano Amon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Amy Banse	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Brett Biggs	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Melanie Boulden	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Frank Calderoni	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Laura Desmond	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Shantanu Narayan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Spencer Neumann	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Kathleen Oberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Dheeraj Pandey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director David Ricks	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Daniel Rosensweig	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual incentives and long-term incentives are primarily performance-based. In addition, the relative TSR PSUs utilize a multi-year performance period and a payout cap for negative absolute results, while targeting above-median performance. However, concerns remain regarding the annual performance period for certain equity awards and the lack of disclosed specific annual incentive targets and weightings, though certain improvements to the STI are expected to be made next year.</i>								

## Adobe Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
5		Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	G	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.</i></p>										
6		Report on Hiring of Persons with Arrest or Incarceration Records	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives.</i></p>										

## ASML Holding NV

**Meeting Date:** 04/24/2024      **Country:** Netherlands      **Ticker:** ASML  
**Record Date:** 03/27/2024      **Meeting Type:** Annual      **Meeting ID:** 1818545  
**Primary CUSIP:** N07059202

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Annual Meeting Agenda		Mgmt	No					
		Open Meeting	G	Mgmt	No					
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>										
2		Discuss the Company's Business, Financial Situation and ESG Sustainability	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>										
3a		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i></p>										
3b		Adopt Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i></p>										
3c		Discussion on Company's Corporate Governance Structure and Compliance with the Corporate Governance Code	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>										
3d		Receive Explanation on Company's Reserves and Dividend Policy	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>										

# ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
3e		Approve Dividends	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>									
4a		Approve Discharge of Management Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
4b		Approve Discharge of Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
5		Approve Number of Shares for Management Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>									
6a		Announce Intention to Reappoint C.D. Fouquet to Management Board	G	Mgmt	No						
		<i>Voting Policy Rationale: These are non-voting items.</i>									
6b		Announce Intention to Reappoint J.P. Koonmen to Management Board	G	Mgmt	No						
		<i>Voting Policy Rationale: These are non-voting items.</i>									
7a		Discuss Updated Profile of the Supervisory Board	G	Mgmt	No						
		<i>Voting Policy Rationale: This is a non-voting item.</i>									
7b		Reelect A.P. Aris to Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>									
7c		Reelect D.M. Durcan to Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>									
7d		Reelect D.W.A. East to Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>									
7e		Discuss Composition of the Supervisory Board	G	Mgmt	No						
		<i>Voting Policy Rationale: This is a non-voting item.</i>									
8a		Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>									

## ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
8b		Authorize Board to Exclude Preemptive Rights from Share Issuances	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i></p>										
9		Authorize Repurchase of Up to 10 Percent of Issued Share Capital	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow ASML Holding to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i></p>										
10		Authorize Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i></p>										
11		Other Business (Non-Voting)	G	Mgmt	No					
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>										
12		Close Meeting	G	Mgmt	No					
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>										

## ASML Holding NV

**Meeting Date:** 04/24/2024

**Country:** Netherlands

**Ticker:** ASML

**Record Date:** 03/27/2024

**Meeting Type:** Annual

**Meeting ID:** 1831708

**Primary CUSIP:** N07059202

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Meeting for ADR Holders		Mgmt	No					
		Open Meeting	G	Mgmt	No					
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>										
2		Discuss the Company's Business, Financial Situation and ESG Sustainability	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting item</i></p>										
3a		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i></p>										
3b		Adopt Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i></p>										

# ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3c		Discussion on Company's Corporate Governance Structure and Compliance with the Corporate Governance Code	G	Mgmt	No					
		<i>Voting Policy Rationale: This is a non-voting item.</i>								
3d		Receive Explanation on Company's Reserves and Dividend Policy	G	Mgmt	No					
		<i>Voting Policy Rationale: This is a non-voting item.</i>								
3e		Approve Dividends	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>								
4a		Approve Discharge of Management Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>								
4b		Approve Discharge of Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>								
5		Approve Number of Shares for Management Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>								
6a		Announce Intention to Reappoint C.D. Fouquet to Management Board	G	Mgmt	No					
		<i>Voting Policy Rationale: These are non-voting items.</i>								
6b		Announce Intention to Reappoint J.P. Koonmen to Management Board	G	Mgmt	No					
		<i>Voting Policy Rationale: These are non-voting items.</i>								
7a		Discuss Updated Profile of the Supervisory Board	G	Mgmt	No					
		<i>Voting Policy Rationale: This is a non-voting item.</i>								
7b		Reelect A.P. Aris to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>								
7c		Reelect D.M. Durcan to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>								
7d		Reelect D.W.A. East to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>								



## ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7e		Discuss Composition of the Supervisory Board	G	Mgmt	No					
		<i>Voting Policy Rationale: This is a non-voting item.</i>								
8a		Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>								
8b		Authorize Board to Exclude Preemptive Rights from Share Issuances	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>								
9		Authorize Repurchase of Up to 10 Percent of Issued Share Capital	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow ASML Holding to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i>								
10		Authorize Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>								
11		Other Business (Non-Voting)	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								
12		Close Meeting	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								

## Entegris, Inc.

**Meeting Date:** 04/24/2024

**Country:** USA

**Ticker:** ENTG

**Record Date:** 03/08/2024

**Meeting Type:** Annual

**Meeting ID:** 1836305

**Primary CUSIP:** 29362U104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director James R. Anderson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Rodney Clark	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

# Entegris, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1c		Elect Director James F. Gentilcore	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Yvette Kanouff	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director James P. Lederer	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Bertrand Loy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director David Reeder	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Azita Saleki-Gerhardt	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.</i>								
3		Approve Qualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable. * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>								
4		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

# Abbott Laboratories

**Meeting Date:** 04/26/2024

**Country:** USA

**Ticker:** ABT

**Record Date:** 02/28/2024

**Meeting Type:** Annual

**Meeting ID:** 1835685

**Primary CUSIP:** 002824100

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Robert J. Alpern	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Claire Babineaux-Fontenot	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Sally E. Blount	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

# Abbott Laboratories

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.4		Elect Director Robert B. Ford	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Paola Gonzalez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director Michelle A. Kumbier	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Darren W. McDew	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Michael G. O'Grady	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.10		Elect Director Michael F. Roman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.11		Elect Director Daniel J. Starks	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.12		Elect Director John G. Stratton	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay is reasonably aligned with performance for the year under review. Although there are concerns with the structure of the LTI, the majority of the incentive program was performance based and there is no upside potential for the performance shares.</i>								

## Evolution AB

**Meeting Date:** 04/26/2024

**Record Date:** 04/18/2024

**Country:** Sweden

**Meeting Type:** Annual

**Primary CUSIP:** W3287P115

**Ticker:** EVO

**Meeting ID:** 1794352

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Open Meeting	G	Mgmt	No					
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2.1		Elect Fredrik Palm as Chairman of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
3		Prepare and Approve List of Shareholders	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
4		Approve Agenda of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
5.1		Designate Erik Sprinchorn as Inspector of Minutes of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
6		Acknowledge Proper Convening of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
7.a		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>								
7.b		Approve Allocation of Income and Dividends of EUR 2.65 Per Share	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</i>								
7.c1		Approve Discharge of Jens von Bahr	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c2		Approve Discharge of Fredrik Osterberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c3		Approve Discharge of Ian Livingstone	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c4		Approve Discharge of Joel Citron	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c5		Approve Discharge of Jonas Engwall	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c6		Approve Discharge of Mimi Drake	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7.c7		Approve Discharge of Sandra Urie	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i></p>										
7.c8		Approve Discharge of Martin Carlesund	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i></p>										
8		Determine Number of Members (6) and Deputy Members (0) of Board	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.</i></p>										
9		Approve Remuneration of Directors in the Amount of EUR 400,000 to Chairman and EUR 100,000 for Other Directors	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted, as the proposed director fees lack justification and can be considered excessive in relation to comparable domestic peers.</i></p>										
10.1		Reelect Jens von Bahr (Chair) as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.2		Reelect Joel Citron as Director	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.3		Reelect Mimi Drake as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.4		Reelect Ian Livingstone as Director	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.5		Reelect Sandra Urie as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.6		Reelect Fredrik Osterberg as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
11		Approve Remuneration of Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
12.1		Ratify PricewaterhouseCoopers as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
13		Approve Nomination Committee Procedures	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the approval of the procedure for the appointment of a nominating committee is warranted due to the local market practice of including non-board members in the nominating committee.</i>								
14		Approve Remuneration Policy And Other Terms of Employment For Executive Management	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene good European executive remuneration practice.</i>								
15		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. Significant pay quantum concerns are noted with the 2020 warrant plan vested during the fiscal year in review. As such, the vote is qualified.</i>								
16		Authorize Share Repurchase Program	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals to repurchase (Item 16) and reissue (Item 17) company shares is warranted, despite the lack of a disclosed volume limit, because: * There are acceptable limits on holding and duration, and * There is no evidence of past abuse of repurchase authorities.</i>								
17		Authorize Reissuance of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals to repurchase (Item 16) and reissue (Item 17) company shares is warranted, despite the lack of a disclosed volume limit, because: * There are acceptable limits on holding and duration, and * There is no evidence of past abuse of repurchase authorities.</i>								
18		Approve Issuance of up to 10 Percent of Issued Shares without Preemptive Rights	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.</i>								
19		Approve EUR 13,722.05 Reduction in Share Capital via Share Cancellation; Approve EUR 13,722.05 Increase in Share Capital Through a Bonus Issue	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted as the cancellation of shares may improve the efficiency of the balance sheet, which may also enhance returns over the long-term.</i>								
20		Approve Transfer of Shares to the Sellers of BTG	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the transfer is largely uncontroversial and clearly explained.</i>								
21		Close Meeting	G	Mgmt	No					
		<i>Voting Policy Rationale: This is a non-voting formality.</i>								

## Paycom Software, Inc.

**Meeting Date:** 04/29/2024

**Country:** USA

**Ticker:** PAYC

**Record Date:** 03/11/2024

**Meeting Type:** Annual

**Meeting ID:** 1841513

**Primary CUSIP:** 70432V102

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Robert J. Levenson	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.</i></p>										
1.2		Elect Director Frederick C. Peters, II	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.</i></p>										
1.3		Elect Director Felicia Williams	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Grant Thornton LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. However, though pay and performance were quantitatively aligned for the year in review, a qualitative analysis indicates significant structural concerns with the pay program. The annual bonus remains based on financial targets which appear rigorous, though a concern remains with regards to an unbalanced payout formula. Moreover, the company made a number of problematic changes to the LTI program, significantly increasing NEO grant values, decreasing the proportion of the equity grant based on performance-conditioned equity, and changing the performance metrics to a one-year performance period which mirror the metrics used in the annual bonus program.</i></p>										

Boston Scientific Corporation

Meeting Date: 05/02/2024

Country: USA

Ticker: BSX

Record Date: 03/08/2024

Meeting Type: Annual

Meeting ID: 1837193

Primary CUSIP: 101137107

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Charles J. Dockendorff	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director Yoshiaki Fujimori	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director Edward J. Ludwig	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

## Boston Scientific Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1d		Elect Director Michael F. Mahoney	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1e		Elect Director Jessica L. Mega	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1f		Elect Director Susan E. Morano	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1g		Elect Director John E. Sununu	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1h		Elect Director David S. Wichmann	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1i		Elect Director Ellen M. Zane	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The STI plan was primarily based on pre-set financial goals, while the LTI targeted half of the annual equity awards to be performance-conditioned and measured over a multi-year period.</i>										
3		Amend Advance Notice Provisions	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed time frame for submission of director nominations or other proposals is considered reasonable and consistent with the newly adopted SEC universal proxy rules.</i>										
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										

## Uber Technologies, Inc.

**Meeting Date:** 05/06/2024

**Country:** USA

**Ticker:** UBER

**Record Date:** 03/13/2024

**Meeting Type:** Annual

**Meeting ID:** 1839033

**Primary CUSIP:** 90353T100

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Ronald Sugar	G	Mgmt	Yes	For		For	No	No
<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>										



# Uber Technologies, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Revathi Advaiti	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1c		Elect Director Turqi Alnowaiser	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1d		Elect Director Ursula Burns	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1e		Elect Director Robert Eckert	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1f		Elect Director Amanda Ginsberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1g		Elect Director Dara Khosrowshahi	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1h		Elect Director Wan Ling Martello	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1i		Elect Director John Thain	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1j		Elect Director David I. Trujillo	G	Mgmt	Yes	For	Against	For	No	Yes
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
1k		Elect Director Alexander Wynaendts	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>								

## Uber Technologies, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
4		Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i>										
5		Commission a Third-Party Audit on Driver Health and Safety	S	SH	Yes	Against	For	Against	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on driver health and safety, to better understand and assess the company's safety policies, programs, and oversight mechanisms.</i>										

## Advanced Micro Devices, Inc.

**Meeting Date:** 05/08/2024

**Country:** USA

**Ticker:** AMD

**Record Date:** 03/13/2024

**Meeting Type:** Annual

**Meeting ID:** 1838424

**Primary CUSIP:** 007903107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Nora M. Denzel	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1b		Elect Director Mark Durcan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1c		Elect Director Michael P. Gregoire	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1d		Elect Director Joseph A. Householder	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1e		Elect Director John W. Marren	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1f		Elect Director Jon A. Olson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1g		Elect Director Lisa T. Su	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										

## Advanced Micro Devices, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Abhi Y. Talwalkar	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1i		Elect Director Elizabeth W. Vanderslice	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as CEO pay, and company performance are reasonably aligned at this time. Although the lack of forward-looking performance goal disclosure under the annual LTI program inhibits investors' ability to assess the rigor of the program, payouts under both the STI and LTI were commensurate with recent and longer-term company performance. Moreover, several special equity awards were granted to certain NEOs in light of executive changes; however, half of all sign-on and promotional awards for such NEOs were performance-conditioned, with multi-year performance periods, mitigating concerns.</i>										
4		Reduce Ownership Threshold for Shareholders to Call Special Meeting	G	SH	Yes	Against	For	Against	No	Yes
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.</i>										

## Alcon Inc.

**Meeting Date:** 05/08/2024

**Country:** Switzerland

**Ticker:** ALC

**Record Date:** 04/22/2024

**Meeting Type:** Annual

**Meeting ID:** 1812265

**Primary CUSIP:** H01301128

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.</i>										
2		Approve Discharge of Board and Senior Management	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.</i>										
3		Approve Allocation of Income and Dividends of CHF 0.24 per Share	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Approve Non-Financial Report (Non-Binding)	E, S	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the approval of the company's non-financial report is warranted due to a lack of significant concerns.</i>										
5.1		Approve Remuneration Report (Non-Binding)	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted. While a small improvement to disclosure is acknowledged, overall ex-post disclosure of performance achievements in each incentive program remains limited. Moreover, the CEO's target LTI award opportunity, which was already high relative to Swiss peers, further increased significantly to a level that far exceeds local market practice.</i>										
5.2		Approve Remuneration of Directors in the Amount of CHF 3.9 Million	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.</i>										
5.3		Approve Remuneration of Executive Committee in the Amount of CHF 43 Million	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposal appears to be in line with market practice and does not raise significant concerns.</i>										
6.1		Reelect Michael Ball as Director and Board Chair	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.2		Reelect Lynn Bleil as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.3		Reelect Raquel Bono as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.4		Reelect Arthur Cummings as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.5		Reelect David Endicott as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.6		Reelect Thomas Glanzmann as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.7		Reelect Keith Grossman as Director	G	Mgmt	Yes	For	Against	Against	Yes	Yes
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										
6.8		Reelect Scott Maw as Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>										

## Alcon Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6.9		Reelect Karen May as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.10		Reelect Ines Poeschel as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.11		Reelect Dieter Spaelti as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
7.1		Reappoint Thomas Glanzmann as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
7.2		Reappoint Scott Maw as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
7.3		Reappoint Karen May as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
7.4		Reappoint Ines Poeschel as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
8		Designate Hartmann Dreyer as Independent Proxy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i>								
9		Ratify PricewaterhouseCoopers SA as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>								
10		Transact Other Business (Voting)	G	Mgmt	Yes	For	Against	Against	Yes	No
		<i>Voting Policy Rationale: A vote AGAINST is warranted because: * This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and * The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.</i>								

## Prologis, Inc.

**Meeting Date:** 05/09/2024

**Country:** USA

**Ticker:** PLD

**Record Date:** 03/12/2024

**Meeting Type:** Annual

**Meeting ID:** 1841903

**Primary CUSIP:** 74340W103

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Hamid R. Moghadam	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Cristina G. Bitá	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director James B. Connor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director George L. Fotiadis	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Lydia H. Kennard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Irving F. Lyons, III	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Guy A. Metcalfe	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Avid Modjtabei	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director David P. O'Connor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Olivier Piani	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Carl B. Webb	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, several changes to the pay program for FY24, made in response to shareholder concerns, mitigate a pay-for-performance misalignment for the year under review. These changes include a simplified LTI program, elimination of one outperformance program and a smaller pool for the other, increased LTI goal rigor and a meaningful cap on total reported compensation for the current CEO. Continued monitoring of pay outcomes is warranted as the company implements the changes going forward.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Reduce Supermajority Vote Requirement to Amend Charter	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.</i>								

## Prologis, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
5		Reduce Supermajority Vote Requirement to Amend Bylaws	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.</i></p>										
6		Adopt Simple Majority Vote	G	SH	Yes	Against	For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Items 4 and 5 are not approved this year.</i></p>										

## Globant SA

**Meeting Date:** 05/10/2024

**Country:** Luxembourg

**Ticker:** GLOB

**Record Date:** 04/09/2024

**Meeting Type:** Annual/Special

**Meeting ID:** 1847580

**Primary CUSIP:** L44385109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Annual Meeting Agenda		Mgmt	No					
		Receive Board's and Auditor's Reports	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>										
2		Approve Consolidated Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i></p>										
3		Approve Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i></p>										
4		Approve Allocation of Income	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted, despite the arguable meagerness of the proposed payout ratio, because of the strategic rationale for the decision.</i></p>										
5		Approve Discharge of Directors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.</i></p>										
6		Approve Remuneration of Directors during the Financial Year Ending on December 31, 2023	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7		Approve Remuneration of Directors for the Financial Year Ending on December 31, 2024	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.</i></p>										
8		Appoint PricewaterhouseCoopers, Societe Cooperative as Auditor for Annual Accounts and EU IFRS Consolidated Accounts	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
9		Appoint Price Waterhouse & Co. S.R.L. as Auditor for IFRS Consolidated Accounts	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
10		Reelect Martin Migoya as Director	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST incumbent board chair Martin Migoya is warranted for lack of diversity on the board. A vote AGAINST the reelection of Martin Migoya, under Item 10 is further warranted, because the company is not compliant with the chair/CEO policy, and more specifically: * The company has not stated the joint chairman/CEO structure would be abandoned in the near future; * The nominee is serving for a full three-year term, not on an interim basis; and * There is no disclosure on CEO succession planning at this time. However, we do note that the company introduced the role of lead independent director in financial year 2023, showing responsiveness to the company's specific situation of governance of the board of directors. A vote FOR the remaining director nominees is warranted.</i></p>										
11		Elect Andrew McLaughlin as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent board chair Martin Migoya is warranted for lack of diversity on the board. A vote AGAINST the reelection of Martin Migoya, under Item 10 is further warranted, because the company is not compliant with the chair/CEO policy, and more specifically: * The company has not stated the joint chairman/CEO structure would be abandoned in the near future; * The nominee is serving for a full three-year term, not on an interim basis; and * There is no disclosure on CEO succession planning at this time. However, we do note that the company introduced the role of lead independent director in financial year 2023, showing responsiveness to the company's specific situation of governance of the board of directors. A vote FOR the remaining director nominees is warranted.</i></p>										
12		Elect Alejandro Nicolas Aguzin as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent board chair Martin Migoya is warranted for lack of diversity on the board. A vote AGAINST the reelection of Martin Migoya, under Item 10 is further warranted, because the company is not compliant with the chair/CEO policy, and more specifically: * The company has not stated the joint chairman/CEO structure would be abandoned in the near future; * The nominee is serving for a full three-year term, not on an interim basis; and * There is no disclosure on CEO succession planning at this time. However, we do note that the company introduced the role of lead independent director in financial year 2023, showing responsiveness to the company's specific situation of governance of the board of directors. A vote FOR the remaining director nominees is warranted.</i></p>										
13		Approve Share Repurchase	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted because the authority at this time as being in excess of normal prior limits.</i></p>										
		Extraordinary Meeting Agenda		Mgmt	No					
1		Increase Authorized Share Capital and Amend Articles of Association	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST is warranted as the company did not provide any disclosure regarding the proposed new LTI plan, which is part of the overall authorization request.</i></p>										



**Meeting Date:** 05/15/2024

**Country:** USA

**Ticker:** FI

**Record Date:** 03/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1844491

**Primary CUSIP:** 337738108

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Frank J. Bisignano	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.2		Elect Director Henrique de Castro	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.3		Elect Director Harry F. DiSimone	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.4		Elect Director Lance M. Fritz	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.5		Elect Director Ajei S. Gopal	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.6		Elect Director Wafaa Mamilli	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.7		Elect Director Heidi G. Miller	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.8		Elect Director Doyle R. Simons	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.9		Elect Director Kevin M. Warren	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.10		Elect Director Charlotte B. Yarkoni	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the proposal is warranted. Although a concern is noted, annual incentives are entirely based on pre-set financial goals, and the CEO's equity awards are primarily performance-based and measured over a multi-year period.</i>										
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										

# Lamar Advertising Company

Meeting Date: 05/16/2024

Country: USA

Ticker: LAMR

Record Date: 03/18/2024

Meeting Type: Annual

Meeting ID: 1845927

Primary CUSIP: 512816109

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Nancy Fletcher	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								
1.2		Elect Director John E. Koerner, III	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								
1.3		Elect Director Marshall A. Loeb	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								
1.4		Elect Director Stephen P. Mumblow	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								
1.5		Elect Director Thomas V. Reifenheiser	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								
1.6		Elect Director Anna Reilly	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								
1.7		Elect Director Kevin P. Reilly, Jr.	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>								

## Lamar Advertising Company

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.8		Elect Director Wendell Reilly	G	Mgmt	Yes	For		Withhold For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.9		Elect Director Elizabeth Thompson	G	Mgmt	Yes	For		Withhold For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										

## Amazon.com, Inc.

**Meeting Date:** 05/22/2024      **Country:** USA      **Ticker:** AMZN  
**Record Date:** 03/28/2024      **Meeting Type:** Annual      **Meeting ID:** 1848566  
**Primary CUSIP:** 023135106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jeffrey P. Bezos	G	Mgmt	Yes	For		Against For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1b		Elect Director Andrew R. Jassy	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1c		Elect Director Keith B. Alexander	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1d		Elect Director Edith W. Cooper	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1e		Elect Director Jamie S. Gorelick	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1f		Elect Director Daniel P. Huttenlocher	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1g		Elect Director Andrew Y. Ng	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1h		Elect Director Indra K. Nooyi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1i		Elect Director Jonathan J. Rubinstein	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1j		Elect Director Brad D. Smith	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1k		Elect Director Patricia Q. Stonesifer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1l		Elect Director Wendell P. Weeks	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholder questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. In light of the committee's limited responsiveness to the relatively low say-on-pay vote last year, a vote AGAINST this proposal is warranted.</i></p>										
4		Establish a Public Policy Committee	E, S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability.</i></p>										
5		Establish a Board Committee on Corporate Financial Sustainability	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company has a board committee with responsibility to oversee operations and supply chain and engagement with customers, suppliers, and communities, and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.</i></p>										
6		Report on Customer Due Diligence	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>										
7		Report on Lobbying Payments and Policy	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
8		Report on Median and Adjusted Gender/Racial Pay Gaps	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Publishing the requested pay gap statistics could increase accountability for diversity efforts and would provide shareholders with useful information about how effectively management is assessing and mitigating risks that may arise from inequitable worker treatment.</i></p>											
9		Report on Viewpoint Discrimination	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company's current reporting and policies regarding the handling of controversial products and contents seem to provide sufficient information on proper and improper use of its service and when the company may restrict or remove products or content from its platform.</i></p>											
10		Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	E, S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.</i></p>											
11		Report on Efforts to Reduce Plastic Use	E	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.</i></p>											
12		Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks, particularly regarding freedom of association and collective bargaining rights.</i></p>											
13		Disclose All Material Scope 3 GHG Emissions	E	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Disclosure of all material Scope 3 emissions would allow shareholders to better evaluate the company's progress toward its net zero ambition, provide assurance that the company is managing climate-related risks appropriately, and help the company prepare for potential regulatory requirements.</i></p>											
14		Commission Third Party Study and Report on Risks Associated with Use of Rekognition	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>											
15		Adopt Policy to Require Board Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>											
16		Establish a Board Committee on Artificial Intelligence	E, S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The establishment of a board committee on artificial intelligence would serve to further strengthen the company's ability to manage associated human rights risks and other related issues; and * Formalizing the company's current risk oversight mechanisms through the establishment of a committee would not be prohibitively costly or unduly burdensome.</i></p>											

## Amazon.com, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
17		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Concerns are raised regarding recent work-place related violations and resulting negative media attention. Given the potential reputational risk, an independent third-party audit appears reasonable at this time. Additionally, results from an independent audit may address the inconsistencies between the statistics cited by the proponent and the injury rates reported by the company, which would allow shareholders to more fully evaluate the company's efforts to address workplace safety.</i></p>										

## Neurocrine Biosciences, Inc.

**Meeting Date:** 05/22/2024      **Country:** USA      **Ticker:** NBIX  
**Record Date:** 03/25/2024      **Meeting Type:** Annual      **Meeting ID:** 1848182  
**Primary CUSIP:** 64125C109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director William H. Rastetter	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.2		Elect Director George J. Morrow	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.3		Elect Director Leslie V. Norwalk	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.4		Elect Director Christine A. Poon	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i></p>										
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i></p>										
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										

## The Charles Schwab Corporation

**Meeting Date:** 05/23/2024      **Country:** USA      **Ticker:** SCHW  
**Record Date:** 03/25/2024      **Meeting Type:** Annual      **Meeting ID:** 1845606  
**Primary CUSIP:** 808513105

# The Charles Schwab Corporation

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Walter W. Bettinger, II	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Joan T. Dea	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Christopher V. Dodds	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Bharat B. Masrani	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Charles A. Ruffel	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.</i>								
4		Improve Executive Compensation Program and Policy	S, G	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Given the company's current processes and programs, it is not clear that the request to include the CEO pay ratio factor would improve the company's existing executive compensation program.</i>								
5		Report on Civil Rights and Non-Discrimination Audit	E, S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.</i>								
6		Report on Median Gender/Racial Pay Gaps	S	SH	Yes	Against	For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from median racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.</i>								

## Meta Platforms, Inc.

Meeting Date: 05/29/2024

Record Date: 04/01/2024

Country: USA

Meeting Type: Annual

Primary CUSIP: 30303M102

Ticker: META

Meeting ID: 1851990



Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Peggy Alford	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.2		Elect Director Marc L. Andreessen	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.3		Elect Director John Arnold	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.4		Elect Director Andrew W. Houston	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.5		Elect Director Nancy Killefer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.6		Elect Director Robert M. Kimmitt	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.7		Elect Director Hock E. Tan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.8		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.9		Elect Director Tony Xu	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.10		Elect Director Mark Zuckerberg	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>								
3		Amend Certificate of Incorporation to Limit the Liability of Officers	G	Mgmt	Yes	For	Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i></p>								
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	Against	Against	Yes	No
		<p><i>Voting Policy Rationale: Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.</i></p>								
5		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against	For	Against	No	Yes
		<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i></p>								
6		Report on Generative AI Misinformation and Disinformation Risks	S	SH	Yes	Against	For	Against	No	Yes
		<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.</i></p>								
7		Disclosure of Voting Results Based on Class of Shares	G	SH	Yes	Against	For	Against	No	Yes
		<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.</i></p>								
8		Report on Human Rights Risks in Non-US Markets	S	SH	Yes	Against	For	Against	No	No
		<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as increased transparency and disclosure would allow shareholders to better evaluate the effectiveness of the company's efforts in managing human rights risks related to content moderation in its five largest non-U.S. markets.</i></p>								
9		Amend Corporate Governance Guidelines	E, S, G	SH	Yes	Against	For	For	Yes	No
		<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.</i></p>								

## Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
10		Report on Human Rights Impact Assessment of Targeted Advertising	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.</i></p>											
11		Report on Child Safety and Harm Reduction	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>											
12		Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.</i></p>											
13		Report on Political Advertising and Election Cycle Enhanced Actions	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the impacts of political advertising on the company's platforms would allow shareholders to better assess the company's management of its political advertising policies and practices aimed at reducing the spread of misinformation, and as well as its management of associated risks.</i></p>											
14		Report on Framework to Assess Company Lobbying Alignment with Climate Goals	E, S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.</i></p>											

## EPAM Systems, Inc.

**Meeting Date:** 05/31/2024

**Country:** USA

**Ticker:** EPAM

**Record Date:** 04/02/2024

**Meeting Type:** Annual

**Meeting ID:** 1851182

**Primary CUSIP:** 29414B104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1a		Elect Director Arkadiy Dobkin	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1b		Elect Director DeAnne Aguirre	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1c		Elect Director Chandra McMahon	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1d		Elect Director Robert E. Segert	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											

## EPAM Systems, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns are noted, the CEO's annual incentive was entirely determined by pre-set objective metrics and performance-based equity will be incorporated into the long-term incentive for FY24.</i></p>										
4		Declassify the Board of Directors	G	SH	Yes	None	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as board declassification would enhance board accountability.</i></p>										

## Ares Management Corporation

**Meeting Date:** 06/04/2024

**Country:** USA

**Ticker:** ARES

**Record Date:** 04/05/2024

**Meeting Type:** Annual

**Meeting ID:** 1853386

**Primary CUSIP:** 03990B101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Michael J. Arougheti	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										
1b		Elect Director Ashish Bhutani	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										
1c		Elect Director Antoinette Bush	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										

# Ares Management Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1d		Elect Director R. Kipp deVeer	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>									
1e		Elect Director Paul G. Joubert	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>									
1f		Elect Director David B. Kaplan	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>									
1g		Elect Director Michael Lynton	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>									
1h		Elect Director Eileen Naughton	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>									
1i		Elect Director Judy D. Olian	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>									

## Ares Management Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1j		Elect Director Antony P. Ressler	G	Mgmt	Yes	For		Against	Against	Yes	No
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>											
1k		Elect Director Bennett Rosenthal	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											

## Taiwan Semiconductor Manufacturing Co., Ltd.

**Meeting Date:** 06/04/2024      **Country:** Taiwan      **Ticker:** 2330  
**Record Date:** 04/05/2024      **Meeting Type:** Annual      **Meeting ID:** 1862522  
**Primary CUSIP:** Y84629107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1		Meeting for ADR Holders		Mgmt	No						
1		Approve Business Operations Report and Financial Statements	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is merited for this routine resolution because no concerns have been identified.</i></p>											
2		Approve Amendments to Articles of Association	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted given that the amendments are mostly technical in nature, to align company procedures with regulations, and based on operational needs.</i></p>											
3		Approve Issuance of Restricted Stocks	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because: * the proposed scheme has a reasonable vesting period and contains reasonable criteria for the selection of eligible employees; * the company has provided detailed disclosure of the performance hurdles to be applied.</i></p>											
		ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING		Mgmt	No						



# Taiwan Semiconductor Manufacturing Co., Ltd.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4.1		Elect C.C. Wei, with SHAREHOLDER NO.370885, as Non-Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.2		Elect F.C. Tseng, with SHAREHOLDER NO.104, as Non-Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.3		Elect Ming Hsin Kung, a REPRESENTATIVE of National Development Fund, Executive Yuan, with SHAREHOLDER NO.1, as Non-Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.4		Elect Sir Peter L. Bonfield, with SHAREHOLDER NO.577470XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.5		Elect Michael R. Splinter, with SHAREHOLDER NO.674701XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.6		Elect Moshe N. Gavriellov, with SHAREHOLDER NO.A04480XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.7		Elect L. Rafael Reif, with SHAREHOLDER NO.545784XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.8		Elect Ursula M. Burns, with SHAREHOLDER NO.568069XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										
4.9		Elect Lynn L. Elsenhans, with SHAREHOLDER NO.561527XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i>										

## Taiwan Semiconductor Manufacturing Co., Ltd.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4.10		Elect Chuan Lin, with SHAREHOLDER NO.550387, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										

## Chipotle Mexican Grill, Inc.

**Meeting Date:** 06/06/2024

**Country:** USA

**Ticker:** CMG

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1854717

**Primary CUSIP:** 169656105

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Albert S. Baldocchi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.2		Elect Director Matthew A. Carey	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.3		Elect Director Gregg L. Engles	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.4		Elect Director Patricia Fili-Krushel	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.5		Elect Director Laura Fuentes	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.6		Elect Director Mauricio Gutierrez	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.7		Elect Director Robin Hickenlooper	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.8		Elect Director Scott Maw	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.9		Elect Director Brian Niccol	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.10		Elect Director Mary Winston	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

## Chipotle Mexican Grill, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the proposal is warranted, as pay and performance are reasonably aligned at this time. There are concerns regarding high maximum payout opportunities under the STIP and LTIP. That being said, short-term incentives were primarily conditioned on pre-set metrics, and long-term incentives were targeted to be majority performance-conditioned, with a multi-year measurement period and forward-looking goal disclosure.</i></p>										
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
4		Approve 50:1 Stock Split	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Given the increase in the company's stock price in recent years, and the board's rationale, a vote FOR this proposal is warranted.</i></p>										
5		Amend Certificate of Incorporation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. The proposed amendment is consistent with the DGCL and will not materially impact shareholder rights.</i></p>										
6		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as a third-party audit on the well-being and safety of the company's employees would help shareholders better evaluate the effectiveness of the company's human capital management strategy, particularly its efforts to comply with laws around scheduling and benefits, child labor, and workplace violence.</i></p>										
7		Adopt Policy to Not Interfere with Freedom of Association Rights	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks.</i></p>										
8		Report on Adoption of Automation	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure would help the company in its worker retention and recruitment efforts, and help shareholders understand how it is addressing labor related risks.</i></p>										
9		Report on Harassment and Discrimination Statistics	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and additional information regarding its preventive efforts would enable shareholders to better assess how the company is addressing and managing associated risks.</i></p>										

## Alphabet Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** GOOGL

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1858349

**Primary CUSIP:** 02079K305

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Larry Page	G	Mgmt	Yes	For	For	For	No	No

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1b		Elect Director Sergey Brin	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1c		Elect Director Sundar Pichai	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1d		Elect Director John L. Hennessy	G	Mgmt	Yes	For	Against	For	No	Yes
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1e		Elect Director Frances H. Arnold	G	Mgmt	Yes	For	Against	For	No	Yes
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1f		Elect Director R. Martin "Marty" Chavez	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1g		Elect Director L. John Doerr	G	Mgmt	Yes	For	Against	For	No	Yes
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								
1h		Elect Director Roger W. Ferguson, Jr.	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>								

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1i		Elect Director K. Ram Shriram	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>									
1j		Elect Director Robin L. Washington	G	Mgmt	Yes	For		Against	For	No	Yes
		<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>									
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
		<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>									
3		Amend Bylaw regarding Stockholder Approval of Director Compensation	S, G	SH	Yes	Against		Against	Against	No	No
		<p><i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.</i></p>									
4		Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	E, S	SH	Yes	Against		Against	Against	No	No
		<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.</i></p>									
5		Report on Electromagnetic Radiation and Wireless Technologies Risks	S	SH	Yes	Against		Against	Against	No	No
		<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.</i></p>									
6		Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
		<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>									
7		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against		For	Against	No	No
		<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i></p>									
8		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
		<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>									

## Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
9		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i></p>											
10		Report on Reproductive Healthcare Misinformation Risks	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because further disclosure would benefit shareholders' understanding on the steps that Alphabet Inc. is taking to address concerns related to potential reproductive healthcare misinformation.</i></p>											
11		Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	E, S, G	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as adoption of the proposal should serve to provide the company a more robust oversight on risks associated with the company's artificial intelligence (AI) activities. Moreover, it would also further complement the company's commitments around the responsible use of AI.</i></p>											
12		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on mis/disinformation related to generative AI in order to assess how the company is managing associated risks.</i></p>											
13		Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</i></p>											
14		Adopt Targets Evaluating YouTube Child Safety Policies	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>											

## Arista Networks, Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** ANET

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1855774

**Primary CUSIP:** 040413106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Kelly Battles	G	Mgmt	Yes	For		Withhold For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										

## Arista Networks, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.2		Elect Director Kenneth Duda	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.3		Elect Director Jayshree Ullal	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Concern remains regarding the lack of disclosure of weightings and targets under the STIP, and the portion of the performance equity that is earned over an annual performance period and utilizes the same metrics as the STIP. Nevertheless, CEO pay and company performance are reasonably aligned for the year in review, annual incentives utilize financial metrics, and the CEO's long-term incentives are entirely performance-based.</i></p>										
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i></p>										

## Stroer SE & Co. KGaA

**Meeting Date:** 06/11/2024

**Country:** Germany

**Ticker:** SAX

**Record Date:** 05/20/2024

**Meeting Type:** Annual

**Meeting ID:** 1850156

**Primary CUSIP:** D8169G100

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Accept Financial Statements and Statutory Reports for Fiscal Year 2023	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i></p>										
2		Approve Allocation of Income and Dividends of EUR 1.85 per Share	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i></p>										
3		Approve Discharge of Personally Liable Partner for Fiscal Year 2023	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because there is no evidence that the personally liable partner and supervisory board have not fulfilled their fiduciary duties.</i></p>										

## Stroeer SE & Co. KGaA

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Approve Discharge of Supervisory Board for Fiscal Year 2023	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because there is no evidence that the personally liable partner and supervisory board have not fulfilled their fiduciary duties.</i></p>										
5		Ratify KPMG AG as Auditors and as Auditor for the Sustainability Reporting for Fiscal Year 2024	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
6		Elect Dieter Steinkamp to the Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the proposed nominee is warranted.</i></p>										
7		Approve Creation of EUR 5.6 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the proposed authorization is warranted due to a lack of concerns.</i></p>										
8		Amend Articles Re: Proof of Entitlement	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the proposed article amendment is warranted because it reflects amendments in line with new German statutory requirements.</i></p>										
9		Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the proposed share repurchase program is warranted because this is a standard request in Germany.</i></p>										
10		Authorize Use of Financial Derivatives when Repurchasing Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i></p>										
11		Approve Remuneration Report	G	Mgmt	Yes	For	Against	Against	Yes	No
<p><i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted because: * Ex-post disclosure surrounding vested LTI tranches is underdeveloped. * There is some ambiguity over the SOP, and it appears that newly granted stock options are subject to a performance period of less than three years. * Significant shareholder dissent has not been addressed.</i></p>										

## Dollarama Inc.

**Meeting Date:** 06/12/2024

**Country:** Canada

**Ticker:** DOL

**Record Date:** 04/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1838130

**Primary CUSIP:** 25675T107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1A		Elect Director Joshua Bekenstein	G	Mgmt	Yes	For	For	For	No	No



## Dollarama Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1B		Elect Director Gregory David	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1C		Elect Director Elisa D. Garcia C.	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1D		Elect Director Stephen Gunn	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1E		Elect Director Kristin Mugford	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1F		Elect Director Nicholas Nomicos	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1G		Elect Director Neil Rossy	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1H		Elect Director Samira Sakhia	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1I		Elect Director Thecla Sweeney	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1J		Elect Director Huw Thomas	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
2		Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR the ratification of PricewaterhouseCoopers LLP as auditor as non-audit fees (24 percent) were reasonable relative to total fees paid to the auditor.</i>										
3		Advisory Vote on Executive Compensation Approach	G	Mgmt	Yes	For		For	For	No
<i>Voting Policy Rationale: Vote FOR this non-binding advisory resolution as there are no significant issues at this time.</i>										

## Grifols SA

**Meeting Date:** 06/13/2024

**Country:** Spain

**Ticker:** GRF

**Record Date:** 06/07/2024

**Meeting Type:** Annual

**Meeting ID:** 1864359

**Primary CUSIP:** E5706X215

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Approve Standalone Financial Statements and Treatment of Net Loss	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because: * The external auditor's opinion on the financial statements for the fiscal year in review is unqualified; and * The non-payment of dividends is consistent with the company endeavors to reduce costs, and the proposed treatment of net loss is unproblematic.</i>								
2		Approve Consolidated Financial Statements	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because: * The external auditor's opinion on the financial statements for the fiscal year in review is unqualified; and * The non-payment of dividends is consistent with the company endeavors to reduce costs, and the proposed treatment of net loss is unproblematic.</i>								
3		Approve Non-Financial Information Statement	E, S	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of specific concern about the non-financial information reported by the company.</i>								
4		Approve Discharge of Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties. This is not without highlighting concerns raised by the Spanish market regulator in its investigation concluded on March 21, 2024.</i>								
5		Renew Appointment of Deloitte as Auditor of Standalone Financial Statements for FY 2024-2026	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>								
6		Appoint Deloitte as the Independent Assurance Services Provider of the Company to Carry Out the Assurance of the Sustainability Report for FY 2024-2026	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>								
7.1		Acknowledge Resignation of James Costos as Director	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								
7.2		Ratify Appointment of and Elect Jose Ignacio Abia Buenache as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>								
7.3		Ratify Appointment of and Elect Albert Grifols Coma-Cros as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>								
7.4		Elect Claire Giraut as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>								

## Grifols SA

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
7.5		Elect Anne-Catherine Berner as Director	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>									
7.6		Fix Number of Directors at 13	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the proposed board size would remain within the 15-director limit as per local code of best practice.</i>									
8		Change Location of Registered Office and Amend Article 3 Accordingly	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the amendment is deemed uncontroversial.</i>									
9		Receive Amendments to Board of Directors Regulations	G	Mgmt	No						
		<i>Voting Policy Rationale: This is a non-voting item.</i>									
10		Advisory Vote on Remuneration Report	G	Mgmt	Yes	For		Against	For	No	Yes
		<i>Voting Policy Rationale: A vote AGAINST this item is warranted due to: * The problematic termination payments in favor of the former executive chair Steven Mayer; and * The excessive board fees paid to the honorary board chair.</i>									
11		Amend Remuneration Policy	G	Mgmt	Yes	For		Against	For	No	Yes
		<i>Voting Policy Rationale: A vote AGAINST is warranted because of the problematic pay package of the new CEO.</i>									
12		Authorize Company to Call EGM with 15 Days' Notice	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the requested authorization to call an EGM with 15 days' notice is warranted in the absence of concerns over the use of the previous mandate. However, its use in the current year, if any, will be closely monitored to ensure that shorter dated EGMs are called solely in connection with time-sensitive matters.</i>									
13		Authorize Board to Ratify and Execute Approved Resolutions	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this standard resolution is warranted as it provides the board with the means to carry out the agreements validly adopted by the general meeting.</i>									

## Monster Beverage Corporation

**Meeting Date:** 06/13/2024

**Country:** USA

**Ticker:** MNST

**Record Date:** 04/22/2024

**Meeting Type:** Annual

**Meeting ID:** 1858404

**Primary CUSIP:** 61174X109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Rodney C. Sacks	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.2		Elect Director Hilton H. Schlosberg	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									

# Monster Beverage Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.3		Elect Director Mark J. Hall	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Ana Demel	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director James L. Dinkins	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director Gary P. Fayard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Tiffany M. Hall	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director Jeanne P. Jackson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Steven G. Pizula	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.10		Elect Director Mark S. Vidergauz	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based largely on a pre-set financial objective. and half of LTI grants are performance conditioned. However, compensating two co-CEOs each at the same level as one CEO can be costly to shareholders in terms of total executive compensation.</i>								

# Fortinet, Inc.

**Meeting Date:** 06/14/2024

**Country:** USA

**Ticker:** FTNT

**Record Date:** 04/22/2024

**Meeting Type:** Annual

**Meeting ID:** 1858428

**Primary CUSIP:** 34959E109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Ken Xie	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Michael Xie	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

## Fortinet, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.3		Elect Director Kenneth A. Goldman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Ming Hsieh	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Jean Hu	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director William H. Neukom	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Judith Sim	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director James Stavridis	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Mary Agnes "Maggie" Wilderotter	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Although concerns are noted regarding the long-term incentive plan, pay and performance are reasonably aligned for the year in review.</i>								

## Mastercard Incorporated

**Meeting Date:** 06/18/2024

**Country:** USA

**Ticker:** MA

**Record Date:** 04/19/2024

**Meeting Type:** Annual

**Meeting ID:** 1857931

**Primary CUSIP:** 57636Q104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Merit E. Janow	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Candido Bracher	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Richard K. Davis	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

# Mastercard Incorporated

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1d		Elect Director Julius Genachowski	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Choon Phong Goh	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Oki Matsumoto	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Michael Miebach	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Youngme Moon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Rima Qureshi	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Gabrielle Sulzberger	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Harit Talwar	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Lance Ugglia	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Concerns are nonetheless raised regarding the significant role of discretion in the STIP. That said, FY23 STI payouts were generally aligned with strong corporate financial performance, and financial targets appeared to be rigorous. Further, equity grants were predominantly performance-conditioned.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Report on Lobbying Payments and Policy	S	SH	Yes	Against	For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>								
5		Amend Director Election Resignation Bylaw	G	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggest a mandatory resignation policy is needed, and there are arguable concerns that the proposal may not be in compliance with Delaware law.</i>								
6		Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is providing sufficient disclosure regarding its human rights and data privacy efforts.</i>								

## Mastercard Incorporated

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7		Report on Congruency of Company's Human Rights Statement with Charitable Contributions and Voluntary Partnerships	S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient disclosure regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i></p>										
8		Report on Gender-Based Compensation and Benefits Inequities	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company is improving with respect to its gender pay gap, appears to provide competitive health benefits, and there is no evidence that the company is offering health care in a discriminatory manner.</i></p>										

## Apollo Global Management, Inc.

**Meeting Date:** 06/24/2024

**Country:** USA

**Ticker:** APO

**Record Date:** 04/25/2024

**Meeting Type:** Annual

**Meeting ID:** 1859088

**Primary CUSIP:** 03769M106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Marc Beilinson	G	Mgmt	Yes	For	Against	Against	Yes	No
<p><i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i></p>										
1.2		Elect Director James Belardi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i></p>										
1.3		Elect Director Jessica Bibliowicz	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i></p>										
1.4		Elect Director Jay Clayton (Walter J. Clayton, III)	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i></p>										
1.5		Elect Director Michael Ducey	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i></p>										

# Apollo Global Management, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.6		Elect Director Kerry Murphy Healey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.7		Elect Director Mitra Hormozi	G	Mgmt	Yes	For	Against	Against	Yes	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.8		Elect Director Pamela Joyner	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.9		Elect Director Scott Kleinman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.10		Elect Director A.B. Krongard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.11		Elect Director Pauline Richards	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.12		Elect Director Marc Rowan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.13		Elect Director David Simon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.14		Elect Director Lynn Swann	G	Mgmt	Yes	For	Against	Against	Yes	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.15		Elect Director Patrick Toomey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								



# Apollo Global Management, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.16		Elect Director James Zelter	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										

# NVIDIA Corporation

**Meeting Date:** 06/26/2024      **Country:** USA      **Ticker:** NVDA  
**Record Date:** 04/29/2024      **Meeting Type:** Annual      **Meeting ID:** 1865677  
**Primary CUSIP:** 67066G104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Robert K. Burgess	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director Tench Coxo	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director John O. Dabiri	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1d		Elect Director Persis S. Drell	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1e		Elect Director Jen-Hsun Huang	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1f		Elect Director Dawn Hudson	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1g		Elect Director Harvey C. Jones	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1h		Elect Director Melissa B. Lora	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1i		Elect Director Stephen C. Neal	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1j		Elect Director A. Brooke Seawell	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

## NVIDIA Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1k		Elect Director Aarti Shah	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Mark A. Stevens	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review. Although some concerns are raised with respect to the LTI plan, the CEO's equity awards are entirely performance-based, with clearly disclosed target goals.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Adopt Simple Majority Vote	G	SH	Yes	None	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.</i>								

## NICE Ltd. (Israel)

**Meeting Date:** 07/03/2024

**Country:** Israel

**Ticker:** NICE

**Record Date:** 05/31/2024

**Meeting Type:** Annual

**Meeting ID:** 1874309

**Primary CUSIP:** M7494X101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
		Meeting for ADR Holders		Mgmt	No					
1a		Reelect David Kostman as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1b		Reelect Rimon Ben-Shaoul as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1c		Reelect Yehoshua (Shuki) Ehrlich as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1d		Reelect Leo Apotheker as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								

## NICE Ltd. (Israel)

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Reelect Joseph (Joe) Cowan as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>										
2		Reelect Zehava Simon as External Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i></p>										
2.1		Vote FOR if you are a controlling shareholder or have a personal interest in Item 2, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	G	Mgmt	Yes	None	Refer	Against	No	No
<p><i>Voting Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i></p>										
3		Approve Updated Compensation Policy for the Directors and Officers of the Company	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because the company discloses sufficient information and rationale on its amended compensation policy. However, qualified support is warranted because: * The amended cap on equity awards is substantially increased and raises some level of concern. The proposal entails a 33 percent increase to the maximum cap of up to ca. USD 26 million in annual RSU grants. * The potential of a USD 26 million RSU grants is substantially above market. Although median value of LTI grants of company-selected peers approximates USD 20 million, we note that median LTI grant value of ISS-selected peers for the company-selected peers is ca. USD 10 million. However, these concerns are somewhat mitigated by: * The proposal entails a theoretical cap whereas actual company practice is not concerning with a ca. USD 8 million annual grant value, being aligned with common market practice; * Any RSU grant to the CEO is subject to separate shareholder approval and hence the maximum cap is symbolic and shareholders can separately assess the merits of the separate RSU grants; and * We acknowledge the company is in the market for a new CEO.</i></p>										
3.1		Vote FOR if you are a controlling shareholder or have a personal interest in Item 3, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	G	Mgmt	Yes	None	Refer	Against	No	No
<p><i>Voting Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i></p>										
4		Approve CEO Equity Award	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted because: * The company failed to disclose sufficient information regarding the value of the CEO's proposed compensation, preventing shareholders to assess the level of the payout opportunity; * The proposed vesting period is shorter in duration than the recommended guidelines and the possibility to accelerate the vesting within a short period is not in line with the pay-for-performance principle and Israeli market practice; * Despite the CEO's impending departure within the following year and the short vesting period of the equity awards, the terms provide only limited guidance on the performance criteria used to determine the PSUs, thus leaving excessive room for board discretion and preventing shareholder to assess the rigor of the plan.</i></p>										

## NICE Ltd. (Israel)

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
4.1		Vote FOR if you are a controlling shareholder or have a personal interest in Item 4, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	G	Mgmt	Yes	None		Refer	Against	No	No
<p><i>Voting Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i></p>											
5		Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the audit firm and fix their remuneration is warranted.</i></p>											
6		Discuss Financial Statements and the Report of the Board	G	Mgmt	No						
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>											

## Autodesk, Inc.

**Meeting Date:** 07/16/2024

**Country:** USA

**Ticker:** ADSK

**Record Date:** 05/29/2024

**Meeting Type:** Annual

**Meeting ID:** 1878113

**Primary CUSIP:** 052769106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1a		Elect Director Andrew Anagnost	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											
1b		Elect Director Karen Blasing	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											
1c		Elect Director Reid French	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											
1d		Elect Director Ayanna Howard	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Elect Director Blake Irving	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1f		Elect Director Mary T. McDowell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1g		Elect Director Stephen Milligan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1h		Elect Director Lorrie M. Norrington	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1i		Elect Director Betsy Rafael	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1j		Elect Director Rami Rahim	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1k		Elect Director Stacy J. Smith	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Some concerns remain, including incomplete goal disclosure for the incentive programs and one-year performance periods for part of the LTIP. Nevertheless, annual incentives continued to be entirely based on pre-set financial metrics. Further, equity grants are majority performance conditioned and primarily based on financial metrics.</i>								
4		Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.</i>								

## Autodesk, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
5		Provide Right to Call a Special Meeting	G	SH	Yes	Against	For	For	Yes	No

*Voting Policy Rationale: A vote FOR this proposal is warranted as the right to call special meetings at a 15 percent ownership threshold would enhance shareholders rights.*

## Dynatrace, Inc.

**Meeting Date:** 08/23/2024      **Country:** USA      **Ticker:** DT  
**Record Date:** 06/28/2024      **Meeting Type:** Annual      **Meeting ID:** 1882293  
**Primary CUSIP:** 268150109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
-----------------	------------------	---------------	------------	-----------	------------------	----------	-------------------	------------------	-------------------	------------------

1a		Elect Director Jill Ward	G	Mgmt	Yes	For	Withhold	Withhold	Yes	No
----	--	--------------------------	---	------	-----	-----	----------	----------	-----	----

*Voting Policy Rationale: WITHHOLD votes are warranted for Governance Committee members Jill Ward and Kirsten Wolberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.*

1b		Elect Director Kirsten O. Wolberg	G	Mgmt	Yes	For	Withhold	Withhold	Yes	No
----	--	-----------------------------------	---	------	-----	-----	----------	----------	-----	----

*Voting Policy Rationale: WITHHOLD votes are warranted for Governance Committee members Jill Ward and Kirsten Wolberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.*

2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
---	--	--------------------------------------	---	------	-----	-----	-----	-----	----	----

*Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.*

3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
---	--	--	---	------	-----	-----	-----	-----	----	----

*Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.*

4		Amend Certificate of Incorporation to Limit the Liability of Certain Officers	G	Mgmt	Yes	For	For	For	No	No
---	--	---	---	------	-----	-----	-----	-----	----	----

*Voting Policy Rationale: A vote FOR this proposal is warranted. The company seeks to align its officer exculpation provisions with the recently amended Delaware statute and existing protections afforded to directors, providing protections to officers that would allow the company to attract and retain quality personnel without negatively impacting shareholder rights.*

## Automatic Data Processing, Inc.

**Meeting Date:** 11/06/2024      **Country:** USA      **Ticker:** ADP  
**Record Date:** 09/09/2024      **Meeting Type:** Annual      **Meeting ID:** 1899483  
**Primary CUSIP:** 053015103

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Peter Bisson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Maria Black	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director David V. Goeckeler	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Linnie M. Haynesworth	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director John P. Jones	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Francine S. Katsoudas	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Nazzic S. Keene	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Thomas J. Lynch	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Scott F. Powers	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director William J. Ready	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Sandra S. Wijnberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Some concerns are noted regarding the goal rigor for the STI and LTI programs. However, the STI is primarily based on preset financial goals, while the LTI is largely performance-based.</i>								
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

**Meeting Date:** 11/14/2024

**Country:** USA

**Ticker:** ORCL

**Record Date:** 09/16/2024

**Meeting Type:** Annual

**Meeting ID:** 1900450

**Primary CUSIP:** 68389X105

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Awo Ablo	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.2		Elect Director Jeffrey S. Berg	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.3		Elect Director Michael J. Boskin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.4		Elect Director Safra A. Catz	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.5		Elect Director Bruce R. Chizen	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.6		Elect Director George H. Conrades	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.7		Elect Director Lawrence J. Ellison	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.8		Elect Director Rona A. Fairhead	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.9		Elect Director Jeffrey O. Henley	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.10		Elect Director Charles W. Moorman	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										



## Oracle Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.11		Elect Director Leon E. Panetta	G	Mgmt	Yes	For		Withhold For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.12		Elect Director William G. Parrett	G	Mgmt	Yes	For		Withhold For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
1.13		Elect Director Naomi O. Seligman	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		Against For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. While CEO pay and company performance were reasonably aligned for the year in review, there are concerns noted within the pay program. Most notably, annual equity grants to certain NEOs do not utilize performance-conditioned equity, which is inconsistent with prevailing market practices as well as contrary to recent shareholder feedback. Additionally, though disclosure surrounding security fees to Chairman Ellison improved in FY24, continued monitoring is warranted, as the value of this perquisite remains oversized.</i></p>										
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
4		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against		For Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i></p>										

## Microsoft Corporation

**Meeting Date:** 12/10/2024

**Country:** USA

**Ticker:** MSFT

**Record Date:** 09/30/2024

**Meeting Type:** Annual

**Meeting ID:** 1906254

**Primary CUSIP:** 594918104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Reid G. Hoffman	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.2		Elect Director Hugh F. Johnston	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.3		Elect Director Teri L. List	G	Mgmt	Yes	For		For For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.4		Elect Director Catherine MacGregor	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.5		Elect Director Mark A. L. Mason	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.6		Elect Director Satya Nadella	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.7		Elect Director Sandra E. Peterson	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.8		Elect Director Penny S. Pritzker	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.9		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.10		Elect Director Charles W. Scharf	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.11		Elect Director John W. Stanton	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.12		Elect Director Emma N. Walmsley	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. The cash incentive payout was reduced at the CEO's request this year. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods.</i>									
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>									
4		Report on Risks of Weapons Development	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the requested report would allow shareholders to better understand Microsoft's management and oversight of risks related to weapons development.</i>									
5		Assess and Report on Investing in Bitcoin	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company already considers potential investments in Bitcoin and other cryptocurrencies as part of its investment portfolio.</i>									

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Report on Risks of Operating in Countries with Significant Human Rights Concerns	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.</i></p>										
7		Report on Risks of Using Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure related to the potential risks associated with the use of the company's artificial intelligence and machine learning tools for new oil and gas development and production.</i></p>										
8		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks.</i></p>										
9		Report on AI Data Sourcing Accountability	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted as the company is facing increased risks related to copyright infringement. Although it discloses information about its assessment of AI risks generally, shareholders would benefit from greater attention to risks related to how the company uses third-party information to train its large language models.</i></p>										

## VOTE SUMMARY REPORT

### US Large Cap Growth Proxy Voting Record

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

#### Voting Statistics

	Total	Percent
Votable Meetings	26	
Meetings Voted	26	100.00%
Meetings with One or More Votes Against Management	7	26.92%
Votable Ballots	26	
Ballots Voted	26	100.00%

Note: A meeting is votable when one or more ballots are eligible to vote at the meeting, and differences in votable meetings and ballots occurs when multiple ballots are available to vote for the same meeting.

	Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	303		63		366	
Proposals Voted	303	100.00%	63	100.00%	366	100.00%
FOR Votes	299	98.68%	9	14.29%	308	84.15%
AGAINST Votes	1	0.33%	54	85.71%	55	15.03%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	2	0.66%	0	0.00%	2	0.55%
Votes WITH Management	300	99.01%	56	88.89%	356	97.27%
Votes AGAINST Management	3	0.99%	7	11.11%	10	2.73%
Significant Votes	0	0.00%	0	0.00%	0	0.00%

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.

#### E, S, G Pillar Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Environmental	4	1.09%	4	1.09%	0	0.00%	4	6.35%	4	1.09%
Social	34	9.29%	34	9.29%	0	0.00%	34	53.97%	34	9.29%
Governance	313	85.52%	313	85.52%	303	100.00%	10	15.87%	313	85.52%
E&S Blended	11	3.01%	11	3.01%	0	0.00%	11	17.46%	11	3.01%
S&G Blended	2	0.55%	2	0.55%	0	0.00%	2	3.17%	2	0.55%
E&S&G Blended	2	0.55%	2	0.55%	0	0.00%	2	3.17%	2	0.55%
<b>Total Unique Proposal(s)</b>	<b>366</b>		<b>366</b>		<b>303</b>		<b>63</b>		<b>366</b>	

Note: For Blended Pillars, clients should review the E,S,G pillar designation provided in the meeting's proposal data.

## Proposal Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		Votes Against Management		Significant Votes	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Audit Related	25	6.83%	25	6.83%	25	6.83%	0	0.00%	0	0.00%	0	0.00%
Capitalization	8	2.19%	8	2.19%	8	2.19%	0	0.00%	0	0.00%	0	0.00%
Company Articles	2	0.55%	2	0.55%	1	0.27%	1	0.27%	0	0.00%	0	0.00%
Compensation	37	10.11%	37	10.11%	34	9.29%	3	0.82%	1	0.27%	0	0.00%
Corporate Governance	4	1.09%	4	1.09%	0	0.00%	4	1.09%	1	0.27%	0	0.00%
Director Election	224	61.20%	224	61.20%	224	61.20%	0	0.00%	2	0.55%	0	0.00%
Director Related	7	1.91%	7	1.91%	5	1.37%	2	0.55%	0	0.00%	0	0.00%
E&S Blended	11	3.01%	11	3.01%	0	0.00%	11	3.01%	0	0.00%	0	0.00%
Environmental	4	1.09%	4	1.09%	0	0.00%	4	1.09%	1	0.27%	0	0.00%
Miscellaneous	3	0.82%	3	0.82%	1	0.27%	2	0.55%	1	0.27%	0	0.00%
Mutual Funds	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
No Research	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Non-Routine Business	2	0.55%	2	0.55%	0	0.00%	2	0.55%	0	0.00%	0	0.00%
Routine Business	2	0.55%	2	0.55%	2	0.55%	0	0.00%	0	0.00%	0	0.00%
Social	34	9.29%	34	9.29%	0	0.00%	34	9.29%	4	1.09%	0	0.00%
Strategic Transactions	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Takeover Related	3	0.82%	3	0.82%	3	0.82%	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>366</b>	<b>100.00%</b>	<b>366</b>	<b>100.00%</b>	<b>303</b>	<b>82.79%</b>	<b>63</b>	<b>17.21%</b>	<b>10</b>	<b>2.73%</b>	<b>0</b>	<b>0.00%</b>

## Intuit Inc.

**Meeting Date:** 01/18/2024

**Country:** USA

**Ticker:** INTU

**Record Date:** 11/20/2023

**Meeting Type:** Annual

**Meeting ID:** 1806332

**Primary CUSIP:** 461202103

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Eve Burton	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1b		Elect Director Scott D. Cook	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1c		Elect Director Richard L. Dalzell	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1d		Elect Director Sasan K. Goodarzi	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1e		Elect Director Deborah Liu	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1f		Elect Director Tekedra Mawakana	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1g		Elect Director Suzanne Nora Johnson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										

## Intuit Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Ryan Roslansky	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Thomas Szkutak	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Raul Vazquez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Eric S. Yuan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.</i>								
3		Advisory Vote on Say on Pay Frequency	G	Mgmt	Yes	One Year	One Year	One Year	No	No
		<i>Voting Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
5		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
6		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against	For	For	Yes	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>								

## Visa Inc.

**Meeting Date:** 01/23/2024

**Country:** USA

**Ticker:** V

**Record Date:** 11/24/2023

**Meeting Type:** Annual

**Meeting ID:** 1809416

**Primary CUSIP:** 92826C839

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Lloyd A. Carney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Kermit R. Crawford	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1c		Elect Director Francisco Javier Fernandez-Carbajal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1d		Elect Director Ramon Laguarta	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1e		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1f		Elect Director John F. Lundgren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1g		Elect Director Ryan McInerney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1h		Elect Director Denise M. Morrison	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Pamela Murphy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Linda J. Rendle	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Maynard G. Webb, Jr.	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the annual and long-term incentives are primarily performance based, certain concerns are noted under both programs relating to the lack of per-metric weightings and the use of annual performance periods in the LTI.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Approve Class B Exchange Offer Program Certificate Amendments	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. At present, upon the resolution of certain litigation, a large number of Class B shares will become freely convertible into Class A shares all at once, which could lead to market disruptions and volatility for Class A shareholders. The proposed exchange offer provides for a more methodical approach to the conversion of the Class B shares, which would occur in stages and release smaller portions of Class B shares for conversion, thereby mitigating some of this risk.</i>								
5		Adjourn Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as support for the underlying proposals at the shareholder meeting is warranted.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Submit Severance Agreement (Change-in-Control) to Shareholder Vote	G	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis absent shareholder approval, and no significant concerns are identified with respect to the company's broad-based equity award treatment.</i></p>										

Accenture plc

**Meeting Date:** 01/31/2024      **Country:** Ireland      **Ticker:** ACN  
**Record Date:** 12/04/2023      **Meeting Type:** Annual      **Meeting ID:** 1811227  
**Primary CUSIP:** G1151C101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jaime Ardila	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1b		Elect Director Martin Brudermuller	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1c		Elect Director Alan Jope	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1d		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1e		Elect Director Beth E. Mooney	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1f		Elect Director Gilles C. Pelisson	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1g		Elect Director Paula A. Price	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1h		Elect Director Venkata (Murthy) Renduchintala	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1i		Elect Director Arun Sarin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1j		Elect Director Julie Sweet	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1k		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										



## Accenture plc

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted. While shareholders would benefit from more substantial disclosure of goal definition, CEO pay and company performance are reasonably aligned at this time.</i>										
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>										
4		Amend Nonqualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.</i>										
5		Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
6		Renew the Board's Authority to Issue Shares Under Irish Law	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>										
7		Authorize Board to Opt-Out of Statutory Pre-Emption Rights	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>										
8		Determine Price Range for Reissuance of Treasury Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i>										

## Adobe Inc.

**Meeting Date:** 04/17/2024

**Country:** USA

**Ticker:** ADBE

**Record Date:** 02/20/2024

**Meeting Type:** Annual

**Meeting ID:** 1828583

**Primary CUSIP:** 00724F101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Cristiano Amon	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1b		Elect Director Amy Banse	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1c		Elect Director Brett Biggs	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1d		Elect Director Melanie Boulden	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Elect Director Frank Calderoni	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Laura Desmond	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Shantanu Narayan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Spencer Neumann	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Kathleen Oberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Dheeraj Pandey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director David Ricks	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Daniel Rosensweig	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual incentives and long-term incentives are primarily performance-based. In addition, the relative TSR PSUs utilize a multi-year performance period and a payout cap for negative absolute results, while targeting above-median performance. However, concerns remain regarding the annual performance period for certain equity awards and the lack of disclosed specific annual incentive targets and weightings, though certain improvements to the STI are expected to be made next year.</i>								
5		Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	G	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.</i>								
6		Report on Hiring of Persons with Arrest or Incarceration Records	S	SH	Yes	Against	For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives.</i>								

# ASML Holding NV

**Meeting Date:** 04/24/2024

**Country:** Netherlands

**Ticker:** ASML

**Record Date:** 03/27/2024

**Meeting Type:** Annual

**Meeting ID:** 1831708

**Primary CUSIP:** N07059202

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Meeting for ADR Holders		Mgmt	No					
		Open Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										
2		Discuss the Company's Business, Financial Situation and ESG Sustainability	G	Mgmt	No					
	<i>Voting Policy Rationale: This is a non-voting item</i>									
3a		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i>									
3b		Adopt Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>									
3c		Discussion on Company's Corporate Governance Structure and Compliance with the Corporate Governance Code	G	Mgmt	No					
	<i>Voting Policy Rationale: This is a non-voting item.</i>									
3d		Receive Explanation on Company's Reserves and Dividend Policy	G	Mgmt	No					
	<i>Voting Policy Rationale: This is a non-voting item.</i>									
3e		Approve Dividends	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>									
4a		Approve Discharge of Management Board	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
4b		Approve Discharge of Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
5		Approve Number of Shares for Management Board	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>									

# ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6a		Announce Intention to Reappoint C.D. Fouquet to Management Board	G	Mgmt	No					
<i>Voting Policy Rationale: These are non-voting items.</i>										
6b		Announce Intention to Reappoint J.P. Koonmen to Management Board	G	Mgmt	No					
<i>Voting Policy Rationale: These are non-voting items.</i>										
7a		Discuss Updated Profile of the Supervisory Board	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
7b		Reelect A.P. Aris to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7c		Reelect D.M. Durcan to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7d		Reelect D.W.A. East to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7e		Discuss Composition of the Supervisory Board	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
8a		Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
8b		Authorize Board to Exclude Preemptive Rights from Share Issuances	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
9		Authorize Repurchase of Up to 10 Percent of Issued Share Capital	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow ASML Holding to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i>										
10		Authorize Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>										

## ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
11		Other Business (Non-Voting)	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								
12		Close Meeting	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								

## Entegris, Inc.

**Meeting Date:** 04/24/2024

**Country:** USA

**Ticker:** ENTG

**Record Date:** 03/08/2024

**Meeting Type:** Annual

**Meeting ID:** 1836305

**Primary CUSIP:** 29362U104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director James R. Anderson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Rodney Clark	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director James F. Gentilcore	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Yvette Kanouff	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director James P. Lederer	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Bertrand Loy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director David Reeder	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Azita Saleki-Gerhardt	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.</i>								
3		Approve Qualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable. * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>								

## Entegris, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No

*Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.*

## Paycom Software, Inc.

**Meeting Date:** 04/29/2024

**Country:** USA

**Ticker:** PAYC

**Record Date:** 03/11/2024

**Meeting Type:** Annual

**Meeting ID:** 1841513

**Primary CUSIP:** 70432V102

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Robert J. Levenson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.</i>										
1.2		Elect Director Frederick C. Peters, II	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.</i>										
1.3		Elect Director Felicia Williams	G	Mgmt	Yes	For	Against	For	No	Yes
<i>Voting Policy Rationale: A vote AGAINST Felicia Williams is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.</i>										
2		Ratify Grant Thornton LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	Against	For	No	Yes
<i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. However, though pay and performance were quantitatively aligned for the year in review, a qualitative analysis indicates significant structural concerns with the pay program. The annual bonus remains based on financial targets which appear rigorous, though a concern remains with regards to an unbalanced payout formula. Moreover, the company made a number of problematic changes to the LTI program, significantly increasing NEO grant values, decreasing the proportion of the equity grant based on performance-conditioned equity, and changing the performance metrics to a one-year performance period which mirror the metrics used in the annual bonus program.</i>										

## Boston Scientific Corporation

**Meeting Date:** 05/02/2024

**Country:** USA

**Ticker:** BSX

**Record Date:** 03/08/2024

**Meeting Type:** Annual

**Meeting ID:** 1837193

**Primary CUSIP:** 101137107

# Boston Scientific Corporation

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Charles J. Dockendorff	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Yoshiaki Fujimori	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Edward J. Ludwig	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Michael F. Mahoney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Jessica L. Mega	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Susan E. Morano	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director John E. Sununu	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director David S. Wichmann	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Ellen M. Zane	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The STI plan was primarily based on pre-set financial goals, while the LTI targeted half of the annual equity awards to be performance-conditioned and measured over a multi-year period.</i>								
3		Amend Advance Notice Provisions	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed time frame for submission of director nominations or other proposals is considered reasonable and consistent with the newly adopted SEC universal proxy rules.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

# Uber Technologies, Inc.

Meeting Date: 05/06/2024

Record Date: 03/13/2024

Country: USA

Meeting Type: Annual

Primary CUSIP: 90353T100

Ticker: UBER

Meeting ID: 1839033

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Ronald Sugar	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1b		Elect Director Revathi Advaiti	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1c		Elect Director Turqi Alnowaiser	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1d		Elect Director Ursula Burns	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1e		Elect Director Robert Eckert	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1f		Elect Director Amanda Ginsberg	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1g		Elect Director Dara Khosrowshahi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1h		Elect Director Wan Ling Martello	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1i		Elect Director John Thain	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1j		Elect Director David I. Trujillo	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										



## Uber Technologies, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1k		Elect Director Alexander Wynaendts	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i></p>										
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
4		Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i></p>										
5		Commission a Third-Party Audit on Driver Health and Safety	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on driver health and safety, to better understand and assess the company's safety policies, programs, and oversight mechanisms.</i></p>										

## Advanced Micro Devices, Inc.

**Meeting Date:** 05/08/2024

**Country:** USA

**Ticker:** AMD

**Record Date:** 03/13/2024

**Meeting Type:** Annual

**Meeting ID:** 1838424

**Primary CUSIP:** 007903107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Nora M. Denzel	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director Mark Durcan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director Michael P. Gregoire	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1d		Elect Director Joseph A. Householder	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

## Advanced Micro Devices, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Elect Director John W. Marren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Jon A. Olson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Lisa T. Su	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Abhi Y. Talwalkar	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Elizabeth W. Vanderslice	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as CEO pay, and company performance are reasonably aligned at this time. Although the lack of forward-looking performance goal disclosure under the annual LTI program inhibits investors' ability to assess the rigor of the program, payouts under both the STI and LTI were commensurate with recent and longer-term company performance. Moreover, several special equity awards were granted to certain NEOs in light of executive changes; however, half of all sign-on and promotional awards for such NEOs were performance-conditioned, with multi-year performance periods, mitigating concerns.</i>								
4		Reduce Ownership Threshold for Shareholders to Call Special Meeting	G	SH	Yes	Against	For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.</i>								

## Fiserv, Inc.

**Meeting Date:** 05/15/2024

**Country:** USA

**Ticker:** FI

**Record Date:** 03/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1844491

**Primary CUSIP:** 337738108

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Frank J. Bisignano	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>								

## Fiserv, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.2		Elect Director Henrique de Castro	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.3		Elect Director Harry F. DiSimone	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.4		Elect Director Lance M. Fritz	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.5		Elect Director Ajei S. Gopal	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.6		Elect Director Wafaa Mamilli	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.7		Elect Director Heidi G. Miller	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.8		Elect Director Doyle R. Simons	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.9		Elect Director Kevin M. Warren	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
1.10		Elect Director Charlotte B. Yarkoni	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted. No significant issues are highlighted at this time.</i>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the proposal is warranted. Although a concern is noted, annual incentives are entirely based on pre-set financial goals, and the CEO's equity awards are primarily performance-based and measured over a multi-year period.</i>										
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										

## Amazon.com, Inc.

**Meeting Date:** 05/22/2024

**Country:** USA

**Ticker:** AMZN

**Record Date:** 03/28/2024

**Meeting Type:** Annual

**Meeting ID:** 1848566

**Primary CUSIP:** 023135106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jeffrey P. Bezos	G	Mgmt	Yes	For	Against	For	No	No

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1b		Elect Director Andrew R. Jassy	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1c		Elect Director Keith B. Alexander	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1d		Elect Director Edith W. Cooper	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1e		Elect Director Jamie S. Gorelick	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1f		Elect Director Daniel P. Huttenlocher	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1g		Elect Director Andrew Y. Ng	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Indra K. Nooyi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1i		Elect Director Jonathan J. Rubinstein	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1j		Elect Director Brad D. Smith	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1k		Elect Director Patricia Q. Stonesifer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1l		Elect Director Wendell P. Weeks	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholders questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. In light of the committee's limited responsiveness to the relatively low say-on-pay vote last year, a vote AGAINST this proposal is warranted.</i></p>											
4		Establish a Public Policy Committee	E, S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability.</i></p>											
5		Establish a Board Committee on Corporate Financial Sustainability	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company has a board committee with responsibility to oversee operations and supply chain and engagement with customers, suppliers, and communities, and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.</i></p>											
6		Report on Customer Due Diligence	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>											
7		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>											
8		Report on Median and Adjusted Gender/Racial Pay Gaps	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Publishing the requested pay gap statistics could increase accountability for diversity efforts and would provide shareholders with useful information about how effectively management is assessing and mitigating risks that may arise from inequitable worker treatment.</i></p>											
9		Report on Viewpoint Discrimination	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company's current reporting and policies regarding the handling of controversial products and contents seem to provide sufficient information on proper and improper use of its service and when the company may restrict or remove products or content from its platform.</i></p>											
10		Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	E, S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.</i></p>											

## Amazon.com, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
11		Report on Efforts to Reduce Plastic Use	E	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.</i></p>										
12		Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks, particularly regarding freedom of association and collective bargaining rights.</i></p>										
13		Disclose All Material Scope 3 GHG Emissions	E	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Disclosure of all material Scope 3 emissions would allow shareholders to better evaluate the company's progress toward its net zero ambition, provide assurance that the company is managing climate-related risks appropriately, and help the company prepare for potential regulatory requirements.</i></p>										
14		Commission Third Party Study and Report on Risks Associated with Use of Rekognition	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>										
15		Adopt Policy to Require Board Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>										
16		Establish a Board Committee on Artificial Intelligence	E, S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The establishment of a board committee on artificial intelligence would serve to further strengthen the company's ability to manage associated human rights risks and other related issues; and * Formalizing the company's current risk oversight mechanisms through the establishment of a committee would not be prohibitively costly or unduly burdensome.</i></p>										
17		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Concerns are raised regarding recent work-place related violations and resulting negative media attention. Given the potential reputational risk, an independent third-party audit appears reasonable at this time. Additionally, results from an independent audit may address the inconsistencies between the statistics cited by the proponent and the injury rates reported by the company, which would allow shareholders to more fully evaluate the company's efforts to address workplace safety.</i></p>										

## Neurocrine Biosciences, Inc.

**Meeting Date:** 05/22/2024

**Record Date:** 03/25/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 64125C109

**Ticker:** NBIX

**Meeting ID:** 1848182

## Neurocrine Biosciences, Inc.

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director William H. Rastetter	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director George J. Morrow	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Leslie V. Norwalk	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Christine A. Poon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>								
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

## The Charles Schwab Corporation

Meeting Date: 05/23/2024

Country: USA

Ticker: SCHW

Record Date: 03/25/2024

Meeting Type: Annual

Meeting ID: 1845606

Primary CUSIP: 808513105

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Walter W. Bettinger, II	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Joan T. Dea	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Christopher V. Dodds	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Bharat B. Masrani	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								



## The Charles Schwab Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.5		Elect Director Charles A. Ruffel	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.</i></p>											
4		Improve Executive Compensation Program and Policy	S, G	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Given the company's current processes and programs, it is not clear that the request to include the CEO pay ratio factor would improve the company's existing executive compensation program.</i></p>											
5		Report on Civil Rights and Non-Discrimination Audit	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.</i></p>											
6		Report on Median Gender/Racial Pay Gaps	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from median racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.</i></p>											

## Meta Platforms, Inc.

**Meeting Date:** 05/29/2024

**Record Date:** 04/01/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 30303M102

**Ticker:** META

**Meeting ID:** 1851990

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Peggy Alford	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.2		Elect Director Marc L. Andreessen	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.3		Elect Director John Arnold	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.4		Elect Director Andrew W. Houston	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.5		Elect Director Nancy Killefer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.6		Elect Director Robert M. Kimmitt	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.7		Elect Director Hock E. Tan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.8		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.9		Elect Director Tony Xu	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.10		Elect Director Mark Zuckerberg	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Amend Certificate of Incorporation to Limit the Liability of Officers	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For		Against	Against	Yes	No
		<i>Voting Policy Rationale: Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.</i>									
5		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i>									
6		Report on Generative AI Misinformation and Disinformation Risks	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.</i>									
7		Disclosure of Voting Results Based on Class of Shares	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.</i>									
8		Report on Human Rights Risks in Non-US Markets	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as increased transparency and disclosure would allow shareholders to better evaluate the effectiveness of the company's efforts in managing human rights risks related to content moderation in its five largest non-U.S. markets.</i>									
9		Amend Corporate Governance Guidelines	E, S, G	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.</i>									
10		Report on Human Rights Impact Assessment of Targeted Advertising	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.</i>									
11		Report on Child Safety and Harm Reduction	S	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i>									
12		Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.</i>									
13		Report on Political Advertising and Election Cycle Enhanced Actions	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the impacts of political advertising on the company's platforms would allow shareholders to better assess the company's management of its political advertising policies and practices aimed at reducing the spread of misinformation, and as well as its management of associated risks.</i>									

## Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
14		Report on Framework to Assess Company Lobbying Alignment with Climate Goals	E, S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.</i></p>										

## EPAM Systems, Inc.

**Meeting Date:** 05/31/2024      **Country:** USA      **Ticker:** EPAM  
**Record Date:** 04/02/2024      **Meeting Type:** Annual      **Meeting ID:** 1851182  
**Primary CUSIP:** 29414B104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Arkadiy Dobkin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director DeAnne Aguirre	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director Chandra McMahon	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1d		Elect Director Robert E. Segert	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns are noted, the CEO's annual incentive was entirely determined by pre-set objective metrics and performance-based equity will be incorporated into the long-term incentive for FY24.</i></p>										
4		Declassify the Board of Directors	G	SH	Yes	None	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as board declassification would enhance board accountability.</i></p>										

## Chipotle Mexican Grill, Inc.

**Meeting Date:** 06/06/2024      **Country:** USA      **Ticker:** CMG  
**Record Date:** 04/09/2024      **Meeting Type:** Annual      **Meeting ID:** 1854717  
**Primary CUSIP:** 169656105

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Albert S. Baldocchi	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Matthew A. Carey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Gregg L. Engles	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Patricia Fili-Krushel	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Laura Fuentes	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director Mauricio Gutierrez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Robin Hickenlooper	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director Scott Maw	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Brian Niccol	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.10		Elect Director Mary Winston	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the proposal is warranted, as pay and performance are reasonably aligned at this time. There are concerns regarding high maximum payout opportunities under the STIP and LTIP. That being said, short-term incentives were primarily conditioned on pre-set metrics, and long-term incentives were targeted to be majority performance-conditioned, with a multi-year measurement period and forward-looking goal disclosure.</i>								
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Approve 50:1 Stock Split	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Given the increase in the company's stock price in recent years, and the board's rationale, a vote FOR this proposal is warranted.</i>								
5		Amend Certificate of Incorporation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. The proposed amendment is consistent with the DGCL and will not materially impact shareholder rights.</i>								

## Chipotle Mexican Grill, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
6		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as a third-party audit on the well-being and safety of the company's employees would help shareholders better evaluate the effectiveness of the company's human capital management strategy, particularly its efforts to comply with laws around scheduling and benefits, child labor, and workplace violence.</i></p>											
7		Adopt Policy to Not Interfere with Freedom of Association Rights	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks.</i></p>											
8		Report on Adoption of Automation	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure would help the company in its worker retention and recruitment efforts, and help shareholders understand how it is addressing labor related risks.</i></p>											
9		Report on Harassment and Discrimination Statistics	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and additional information regarding its preventive efforts would enable shareholders to better assess how the company is addressing and managing associated risks.</i></p>											

## Alphabet Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** GOOGL

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1858349

**Primary CUSIP:** 02079K305

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1a		Elect Director Larry Page	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1b		Elect Director Sergey Brin	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1c		Elect Director Sundar Pichai	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											



# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1d		Elect Director John L. Hennessy	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1e		Elect Director Frances H. Arnold	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1f		Elect Director R. Martin "Marty" Chavez	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1g		Elect Director L. John Doerr	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1h		Elect Director Roger W. Ferguson, Jr.	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1i		Elect Director K. Ram Shriram	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1j		Elect Director Robin L. Washington	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
3		Amend Bylaw regarding Stockholder Approval of Director Compensation	S, G	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.</i>									
4		Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.</i>									
5		Report on Electromagnetic Radiation and Wireless Technologies Risks	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.</i>									
6		Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i>									
7		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>									
8		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i>									
9		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i>									
10		Report on Reproductive Healthcare Misinformation Risks	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because further disclosure would benefit shareholders' understanding on the steps that Alphabet Inc. is taking to address concerns related to potential reproductive healthcare misinformation.</i>									
11		Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	E, S, G	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as adoption of the proposal should serve to provide the company a more robust oversight on risks associated with the company's artificial intelligence (AI) activities. Moreover, it would also further complement the company's commitments around the responsible use of AI.</i>									

## Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
12		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on mis/disinformation related to generative AI in order to assess how the company is managing associated risks.</i></p>										
13		Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</i></p>										
14		Adopt Targets Evaluating YouTube Child Safety Policies	S	SH	Yes	Against	For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>										

## Arista Networks, Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** ANET

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1855774

**Primary CUSIP:** 040413106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Kelly Battles	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.2		Elect Director Kenneth Duda	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.3		Elect Director Jayshree Ullal	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Concern remains regarding the lack of disclosure of weightings and targets under the STIP, and the portion of the performance equity that is earned over an annual performance period and utilizes the same metrics as the STIP. Nevertheless, CEO pay and company performance are reasonably aligned for the year in review, annual incentives utilize financial metrics, and the CEO's long-term incentives are entirely performance-based.</i></p>										

## Arista Networks, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>										

## Monster Beverage Corporation

**Meeting Date:** 06/13/2024

**Country:** USA

**Ticker:** MNST

**Record Date:** 04/22/2024

**Meeting Type:** Annual

**Meeting ID:** 1858404

**Primary CUSIP:** 61174X109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Rodney C. Sacks	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.2		Elect Director Hilton H. Schlosberg	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.3		Elect Director Mark J. Hall	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.4		Elect Director Ana Demel	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.5		Elect Director James L. Dinkins	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.6		Elect Director Gary P. Fayard	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.7		Elect Director Tiffany M. Hall	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.8		Elect Director Jeanne P. Jackson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.9		Elect Director Steven G. Pizula	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.10		Elect Director Mark S. Vidergauz	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										

## Monster Beverage Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based largely on a pre-set financial objective. and half of LTI grants are performance conditioned. However, compensating two co-CEOs each at the same level as one CEO can be costly to shareholders in terms of total executive compensation.</i></p>										

## Fortinet, Inc.

**Meeting Date:** 06/14/2024

**Country:** USA

**Ticker:** FTNT

**Record Date:** 04/22/2024

**Meeting Type:** Annual

**Meeting ID:** 1858428

**Primary CUSIP:** 34959E109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Ken Xie	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.2		Elect Director Michael Xie	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.3		Elect Director Kenneth A. Goldman	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.4		Elect Director Ming Hsieh	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.5		Elect Director Jean Hu	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.6		Elect Director William H. Neukom	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.7		Elect Director Judith Sim	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.8		Elect Director James Stavridis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1.9		Elect Director Mary Agnes "Maggie" Wilderotter	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										

## Fortinet, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Although concerns are noted regarding the long-term incentive plan, pay and performance are reasonably aligned for the year in review.</i></p>										

## Mastercard Incorporated

**Meeting Date:** 06/18/2024      **Country:** USA      **Ticker:** MA  
**Record Date:** 04/19/2024      **Meeting Type:** Annual      **Meeting ID:** 1857931  
**Primary CUSIP:** 57636Q104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Merit E. Janow	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director Candido Bracher	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director Richard K. Davis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1d		Elect Director Julius Genachowski	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1e		Elect Director Choon Phong Goh	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1f		Elect Director Oki Matsumoto	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1g		Elect Director Michael Miebach	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1h		Elect Director Youngme Moon	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1i		Elect Director Rima Qureshi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1j		Elect Director Gabrielle Sulzberger	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1k		Elect Director Harit Talwar	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

# Mastercard Incorporated

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1l		Elect Director Lance Uggla	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Concerns are nonetheless raised regarding the significant role of discretion in the STIP. That said, FY23 STI payouts were generally aligned with strong corporate financial performance, and financial targets appeared to be rigorous. Further, equity grants were predominantly performance-conditioned.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Report on Lobbying Payments and Policy	S	SH	Yes	Against	For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>								
5		Amend Director Election Resignation Bylaw	G	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggest a mandatory resignation policy is needed, and there are arguable concerns that the proposal may not be in compliance with Delaware law.</i>								
6		Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is providing sufficient disclosure regarding its human rights and data privacy efforts.</i>								
7		Report on Congruency of Company's Human Rights Statement with Charitable Contributions and Voluntary Partnerships	S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient disclosure regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>								
8		Report on Gender-Based Compensation and Benefits Inequities	E, S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company is improving with respect to its gender pay gap, appears to provide competitive health benefits, and there is no evidence that the company is offering health care in a discriminatory manner.</i>								

# NVIDIA Corporation

**Meeting Date:** 06/26/2024

**Record Date:** 04/29/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 67066G104

**Ticker:** NVDA

**Meeting ID:** 1865677

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Robert K. Burgess	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Tench Coxé	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director John O. Dabiri	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Persis S. Drell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Jen-Hsun Huang	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Dawn Hudson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Harvey C. Jones	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Melissa B. Lora	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Stephen C. Neal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director A. Brooke Seawell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Aarti Shah	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Mark A. Stevens	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review. Although some concerns are raised with respect to the LTI plan, the CEO's equity awards are entirely performance-based, with clearly disclosed target goals.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Adopt Simple Majority Vote	G	SH	Yes	None	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.</i>								



Meeting Date: 07/16/2024

Country: USA

Ticker: ADSK

Record Date: 05/29/2024

Meeting Type: Annual

Meeting ID: 1878113

Primary CUSIP: 052769106

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Andrew Anagnost	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1b		Elect Director Karen Blasing	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1c		Elect Director Reid French	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1d		Elect Director Ayanna Howard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1e		Elect Director Blake Irving	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1f		Elect Director Mary T. McDowell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1g		Elect Director Stephen Milligan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1h		Elect Director Lorrie M. Norrington	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								

## Autodesk, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1i		Elect Director Betsy Rafael	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											
1j		Elect Director Rami Rahim	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											
1k		Elect Director Stacy J. Smith	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Some concerns remain, including incomplete goal disclosure for the incentive programs and one-year performance periods for part of the LTIP. Nevertheless, annual incentives continued to be entirely based on pre-set financial metrics. Further, equity grants are majority performance conditioned and primarily based on financial metrics.</i></p>											
4		Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.</i></p>											
5		Provide Right to Call a Special Meeting	G	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as the right to call special meetings at a 15 percent ownership threshold would enhance shareholders rights.</i></p>											

## Dynatrace, Inc.

**Meeting Date:** 08/23/2024

**Country:** USA

**Ticker:** DT

**Record Date:** 06/28/2024

**Meeting Type:** Annual

**Meeting ID:** 1882293

**Primary CUSIP:** 268150109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1a		Elect Director Jill Ward	G	Mgmt	Yes	For		Withhold	Withhold	Yes	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for Governance Committee members Jill Ward and Kirsten Wolberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i></p>											

## Dynatrace, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1b		Elect Director Kirsten O. Wolberg	G	Mgmt	Yes	For		Withhold	Withhold	Yes	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for Governance Committee members Jill Ward and Kirsten Wolberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.</i></p>											
4		Amend Certificate of Incorporation to Limit the Liability of Certain Officers	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. The company seeks to align its officer exculpation provisions with the recently amended Delaware statute and existing protections afforded to directors, providing protections to officers that would allow the company to attract and retain quality personnel without negatively impacting shareholder rights.</i></p>											

## Microsoft Corporation

Meeting Date: 12/10/2024

Country: USA

Ticker: MSFT

Record Date: 09/30/2024

Meeting Type: Annual

Meeting ID: 1906254

Primary CUSIP: 594918104

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Reid G. Hoffman	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.2		Elect Director Hugh F. Johnston	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.3		Elect Director Teri L. List	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.4		Elect Director Catherine MacGregor	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.5		Elect Director Mark A. L. Mason	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.6		Elect Director Satya Nadella	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.7		Elect Director Sandra E. Peterson	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.8		Elect Director Penny S. Pritzker	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.9		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.10		Elect Director Charles W. Scharf	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.11		Elect Director John W. Stanton	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1.12		Elect Director Emma N. Walmsley	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. The cash incentive payout was reduced at the CEO's request this year. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods.</i>									
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>									
4		Report on Risks of Weapons Development	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the requested report would allow shareholders to better understand Microsoft's management and oversight of risks related to weapons development.</i>									
5		Assess and Report on Investing in Bitcoin	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company already considers potential investments in Bitcoin and other cryptocurrencies as part of its investment portfolio.</i>									
6		Report on Risks of Operating in Countries with Significant Human Rights Concerns	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.</i>									
7		Report on Risks of Using Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure related to the potential risks associated with the use of the company's artificial intelligence and machine learning tools for new oil and gas development and production.</i>									

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
8		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks.</i></p>										
9		Report on AI Data Sourcing Accountability	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted as the company is facing increased risks related to copyright infringement. Although it discloses information about its assessment of AI risks generally, shareholders would benefit from greater attention to risks related to how the company uses third-party information to train its large language models.</i></p>										

## VOTE SUMMARY REPORT

### Global Growth Proxy Voting Records

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

#### Voting Statistics

	Total	Percent
Votable Meetings	27	
Meetings Voted	27	100.00%
Meetings with One or More Votes Against Management	7	25.93%
Votable Ballots	27	
Ballots Voted	27	100.00%

Note: A meeting is votable when one or more ballots are eligible to vote at the meeting, and differences in votable meetings and ballots occurs when multiple ballots are available to vote for the same meeting.

	Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	372		59		431	
Proposals Voted	372	100.00%	59	100.00%	431	100.00%
FOR Votes	364	97.85%	9	15.25%	373	86.54%
AGAINST Votes	7	1.88%	50	84.75%	57	13.23%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	0	0.00%	0	0.00%	0	0.00%
Votes WITH Management	368	98.92%	52	88.14%	420	97.45%
Votes AGAINST Management	4	1.08%	7	11.86%	11	2.55%
Significant Votes	0	0.00%	0	0.00%	0	0.00%

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.

#### E, S, G Pillar Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Environmental	4	0.93%	4	0.93%	0	0.00%	4	6.78%	4	0.93%
Social	30	6.96%	30	6.96%	0	0.00%	30	50.85%	30	6.96%
Governance	380	88.17%	380	88.17%	370	99.46%	10	16.95%	380	88.17%
E&S Blended	13	3.02%	13	3.02%	2	0.54%	11	18.64%	13	3.02%
S&G Blended	2	0.46%	2	0.46%	0	0.00%	2	3.39%	2	0.46%
E&S&G Blended	2	0.46%	2	0.46%	0	0.00%	2	3.39%	2	0.46%
<b>Total Unique Proposal(s)</b>	<b>431</b>		<b>431</b>		<b>372</b>		<b>59</b>		<b>431</b>	

Note: For Blended Pillars, clients should review the E,S,G pillar designation provided in the meeting's proposal data.

## Proposal Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		Votes Against Management		Significant Votes	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Audit Related	28	6.50%	28	6.50%	28	6.50%	0	0.00%	0	0.00%	0	0.00%
Capitalization	13	3.02%	13	3.02%	13	3.02%	0	0.00%	0	0.00%	0	0.00%
Company Articles	2	0.46%	2	0.46%	1	0.23%	1	0.23%	0	0.00%	0	0.00%
Compensation	44	10.21%	44	10.21%	41	9.51%	3	0.70%	2	0.46%	0	0.00%
Corporate Governance	4	0.93%	4	0.93%	0	0.00%	4	0.93%	1	0.23%	0	0.00%
Director Election	235	54.52%	235	54.52%	235	54.52%	0	0.00%	1	0.23%	0	0.00%
Director Related	24	5.57%	24	5.57%	22	5.10%	2	0.46%	0	0.00%	0	0.00%
E&S Blended	13	3.02%	13	3.02%	2	0.46%	11	2.55%	0	0.00%	0	0.00%
Environmental	4	0.93%	4	0.93%	0	0.00%	4	0.93%	1	0.23%	0	0.00%
Miscellaneous	3	0.70%	3	0.70%	1	0.23%	2	0.46%	1	0.23%	0	0.00%
Mutual Funds	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
No Research	3	0.70%	3	0.70%	3	0.70%	0	0.00%	0	0.00%	0	0.00%
Non-Routine Business	2	0.46%	2	0.46%	0	0.00%	2	0.46%	0	0.00%	0	0.00%
Routine Business	21	4.87%	21	4.87%	21	4.87%	0	0.00%	1	0.23%	0	0.00%
Social	30	6.96%	30	6.96%	0	0.00%	30	6.96%	4	0.93%	0	0.00%
Strategic Transactions	1	0.23%	1	0.23%	1	0.23%	0	0.00%	0	0.00%	0	0.00%
Takeover Related	4	0.93%	4	0.93%	4	0.93%	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>431</b>	<b>100.00%</b>	<b>431</b>	<b>100.00%</b>	<b>372</b>	<b>86.31%</b>	<b>59</b>	<b>13.69%</b>	<b>11</b>	<b>2.55%</b>	<b>0</b>	<b>0.00%</b>

## Intuit Inc.

**Meeting Date:** 01/18/2024

**Country:** USA

**Ticker:** INTU

**Record Date:** 11/20/2023

**Meeting Type:** Annual

**Meeting ID:** 1806332

**Primary CUSIP:** 461202103

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Eve Burton	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1b		Elect Director Scott D. Cook	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1c		Elect Director Richard L. Dalzell	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1d		Elect Director Sasan K. Goodarzi	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1e		Elect Director Deborah Liu	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1f		Elect Director Tekedra Mawakana	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1g		Elect Director Suzanne Nora Johnson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										

## Intuit Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Ryan Roslansky	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Thomas Szkutak	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Raul Vazquez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Eric S. Yuan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.</i>								
3		Advisory Vote on Say on Pay Frequency	G	Mgmt	Yes	One Year	One Year	One Year	No	No
		<i>Voting Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
5		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
6		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against	For	For	Yes	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>								

## Visa Inc.

**Meeting Date:** 01/23/2024

**Country:** USA

**Ticker:** V

**Record Date:** 11/24/2023

**Meeting Type:** Annual

**Meeting ID:** 1809416

**Primary CUSIP:** 92826C839

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Lloyd A. Carney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								



Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Kermit R. Crawford	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1c		Elect Director Francisco Javier Fernandez-Carbajal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1d		Elect Director Ramon Laguarta	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1e		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1f		Elect Director John F. Lundgren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1g		Elect Director Ryan McInerney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1h		Elect Director Denise M. Morrison	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Pamela Murphy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Linda J. Rendle	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Maynard G. Webb, Jr.	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the annual and long-term incentives are primarily performance based, certain concerns are noted under both programs relating to the lack of per-metric weightings and the use of annual performance periods in the LTI.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Approve Class B Exchange Offer Program Certificate Amendments	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. At present, upon the resolution of certain litigation, a large number of Class B shares will become freely convertible into Class A shares all at once, which could lead to market disruptions and volatility for Class A shareholders. The proposed exchange offer provides for a more methodical approach to the conversion of the Class B shares, which would occur in stages and release smaller portions of Class B shares for conversion, thereby mitigating some of this risk.</i>								
5		Adjourn Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as support for the underlying proposals at the shareholder meeting is warranted.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Submit Severance Agreement (Change-in-Control) to Shareholder Vote	G	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis absent shareholder approval, and no significant concerns are identified with respect to the company's broad-based equity award treatment.</i></p>										

Accenture plc

**Meeting Date:** 01/31/2024      **Country:** Ireland      **Ticker:** ACN  
**Record Date:** 12/04/2023      **Meeting Type:** Annual      **Meeting ID:** 1811227  
**Primary CUSIP:** G1151C101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jaime Ardila	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1b		Elect Director Martin Brudermuller	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1c		Elect Director Alan Jope	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1d		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1e		Elect Director Beth E. Mooney	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1f		Elect Director Gilles C. Pelisson	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1g		Elect Director Paula A. Price	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1h		Elect Director Venkata (Murthy) Renduchintala	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1i		Elect Director Arun Sarin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1j		Elect Director Julie Sweet	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1k		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										

## Accenture plc

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted. While shareholders would benefit from more substantial disclosure of goal definition, CEO pay and company performance are reasonably aligned at this time.</i>										
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>										
4		Amend Nonqualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.</i>										
5		Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
6		Renew the Board's Authority to Issue Shares Under Irish Law	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>										
7		Authorize Board to Opt-Out of Statutory Pre-Emption Rights	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i>										
8		Determine Price Range for Reissuance of Treasury Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i>										

## Adobe Inc.

**Meeting Date:** 04/17/2024

**Country:** USA

**Ticker:** ADBE

**Record Date:** 02/20/2024

**Meeting Type:** Annual

**Meeting ID:** 1828583

**Primary CUSIP:** 00724F101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Cristiano Amon	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1b		Elect Director Amy Banse	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1c		Elect Director Brett Biggs	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1d		Elect Director Melanie Boulden	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Elect Director Frank Calderoni	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Laura Desmond	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Shantanu Narayan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Spencer Neumann	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Kathleen Oberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Dheeraj Pandey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director David Ricks	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Daniel Rosensweig	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual incentives and long-term incentives are primarily performance-based. In addition, the relative TSR PSUs utilize a multi-year performance period and a payout cap for negative absolute results, while targeting above-median performance. However, concerns remain regarding the annual performance period for certain equity awards and the lack of disclosed specific annual incentive targets and weightings, though certain improvements to the STI are expected to be made next year.</i>								
5		Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	G	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.</i>								
6		Report on Hiring of Persons with Arrest or Incarceration Records	S	SH	Yes	Against	For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives.</i>								

# ASML Holding NV

**Meeting Date:** 04/24/2024

**Country:** Netherlands

**Ticker:** ASML

**Record Date:** 03/27/2024

**Meeting Type:** Annual

**Meeting ID:** 1818545

**Primary CUSIP:** N07059202

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Annual Meeting Agenda		Mgmt	No					
		Open Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										
2		Discuss the Company's Business, Financial Situation and ESG Sustainability	G	Mgmt	No					
	<i>Voting Policy Rationale: This is a non-voting item.</i>									
3a		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i>									
3b		Adopt Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>									
3c		Discussion on Company's Corporate Governance Structure and Compliance with the Corporate Governance Code	G	Mgmt	No					
	<i>Voting Policy Rationale: This is a non-voting item.</i>									
3d		Receive Explanation on Company's Reserves and Dividend Policy	G	Mgmt	No					
	<i>Voting Policy Rationale: This is a non-voting item.</i>									
3e		Approve Dividends	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>									
4a		Approve Discharge of Management Board	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
4b		Approve Discharge of Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
5		Approve Number of Shares for Management Board	G	Mgmt	Yes	For	For	For	No	No
	<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>									

# ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6a		Announce Intention to Reappoint C.D. Fouquet to Management Board	G	Mgmt	No					
<i>Voting Policy Rationale: These are non-voting items.</i>										
6b		Announce Intention to Reappoint J.P. Koonmen to Management Board	G	Mgmt	No					
<i>Voting Policy Rationale: These are non-voting items.</i>										
7a		Discuss Updated Profile of the Supervisory Board	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
7b		Reelect A.P. Aris to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7c		Reelect D.M. Durcan to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7d		Reelect D.W.A. East to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7e		Discuss Composition of the Supervisory Board	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
8a		Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
8b		Authorize Board to Exclude Preemptive Rights from Share Issuances	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
9		Authorize Repurchase of Up to 10 Percent of Issued Share Capital	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow ASML Holding to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i>										
10		Authorize Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>										

## ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
11		Other Business (Non-Voting)	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								
12		Close Meeting	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								

## Entegris, Inc.

**Meeting Date:** 04/24/2024

**Country:** USA

**Ticker:** ENTG

**Record Date:** 03/08/2024

**Meeting Type:** Annual

**Meeting ID:** 1836305

**Primary CUSIP:** 29362U104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director James R. Anderson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Rodney Clark	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director James F. Gentilcore	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Yvette Kanouff	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director James P. Lederer	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Bertrand Loy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director David Reeder	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Azita Saleki-Gerhardt	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.</i>								
3		Approve Qualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable. * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.</i>								

# Entegris, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No

*Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.*

## Evolution AB

**Meeting Date:** 04/26/2024

**Country:** Sweden

**Ticker:** EVO

**Record Date:** 04/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1794352

**Primary CUSIP:** W3287P115

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Open Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
2.1		Elect Fredrik Palm as Chairman of Meeting	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
3		Prepare and Approve List of Shareholders	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
4		Approve Agenda of Meeting	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
5.1		Designate Erik Sprinchorn as Inspector of Minutes of Meeting	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
6		Acknowledge Proper Convening of Meeting	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
7.a		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>										
7.b		Approve Allocation of Income and Dividends of EUR 2.65 Per Share	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</i>										
7.c1		Approve Discharge of Jens von Bahr	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>										



## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7.c2		Approve Discharge of Fredrik Osterberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c3		Approve Discharge of Ian Livingstone	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c4		Approve Discharge of Joel Citron	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c5		Approve Discharge of Jonas Engwall	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c6		Approve Discharge of Mimi Drake	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c7		Approve Discharge of Sandra Urie	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c8		Approve Discharge of Martin Carlesund	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
8		Determine Number of Members (6) and Deputy Members (0) of Board	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.</i>								
9		Approve Remuneration of Directors in the Amount of EUR 400,000 to Chairman and EUR 100,000 for Other Directors	G	Mgmt	Yes	For	Against	For	No	Yes
		<i>Voting Policy Rationale: A vote AGAINST this item is warranted, as the proposed director fees lack justification and can be considered excessive in relation to comparable domestic peers.</i>								
10.1		Reelect Jens von Bahr (Chair) as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>								
10.2		Reelect Joel Citron as Director	G	Mgmt	Yes	For	Against	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>								
10.3		Reelect Mimi Drake as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>								

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
10.4		Reelect Ian Livingstone as Director	G	Mgmt	Yes	For		Against	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>									
10.5		Reelect Sandra Urie as Director	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>									
10.6		Reelect Fredrik Osterberg as Director	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i>									
11		Approve Remuneration of Auditors	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>									
12.1		Ratify PricewaterhouseCoopers as Auditors	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>									
13		Approve Nomination Committee Procedures	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the approval of the procedure for the appointment of a nominating committee is warranted due to the local market practice of including non-board members in the nominating committee.</i>									
14		Approve Remuneration Policy And Other Terms of Employment For Executive Management	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene good European executive remuneration practice.</i>									
15		Approve Remuneration Report	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. Significant pay quantum concerns are noted with the 2020 warrant plan vested during the fiscal year in review. As such, the vote is qualified.</i>									
16		Authorize Share Repurchase Program	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals to repurchase (Item 16) and reissue (Item 17) company shares is warranted, despite the lack of a disclosed volume limit, because: * There are acceptable limits on holding and duration, and * There is no evidence of past abuse of repurchase authorities.</i>									
17		Authorize Reissuance of Repurchased Shares	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals to repurchase (Item 16) and reissue (Item 17) company shares is warranted, despite the lack of a disclosed volume limit, because: * There are acceptable limits on holding and duration, and * There is no evidence of past abuse of repurchase authorities.</i>									
18		Approve Issuance of up to 10 Percent of Issued Shares without Preemptive Rights	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.</i>									

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
19		Approve EUR 13,722.05 Reduction in Share Capital via Share Cancellation; Approve EUR 13,722.05 Increase in Share Capital Through a Bonus Issue	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted as the cancellation of shares may improve the efficiency of the balance sheet, which may also enhance returns over the long-term.</i>										
20		Approve Transfer of Shares to the Sellers of BTG	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted because the transfer is largely uncontroversial and clearly explained.</i>										
21		Close Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting formality.</i>										

## Boston Scientific Corporation

**Meeting Date:** 05/02/2024

**Country:** USA

**Ticker:** BSX

**Record Date:** 03/08/2024

**Meeting Type:** Annual

**Meeting ID:** 1837193

**Primary CUSIP:** 101137107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Charles J. Dockendorff	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1b		Elect Director Yoshiaki Fujimori	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1c		Elect Director Edward J. Ludwig	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1d		Elect Director Michael F. Mahoney	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1e		Elect Director Jessica L. Mega	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1f		Elect Director Susan E. Morano	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1g		Elect Director John E. Sununu	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1h		Elect Director David S. Wichmann	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										

## Boston Scientific Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1i		Elect Director Ellen M. Zane	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. The STI plan was primarily based on pre-set financial goals, while the LTI targeted half of the annual equity awards to be performance-conditioned and measured over a multi-year period.</i>										
3		Amend Advance Notice Provisions	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed time frame for submission of director nominations or other proposals is considered reasonable and consistent with the newly adopted SEC universal proxy rules.</i>										
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										

## Uber Technologies, Inc.

**Meeting Date:** 05/06/2024

**Country:** USA

**Ticker:** UBER

**Record Date:** 03/13/2024

**Meeting Type:** Annual

**Meeting ID:** 1839033

**Primary CUSIP:** 90353T100

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Ronald Sugar	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>										
1b		Elect Director Revathi Advaiti	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>										
1c		Elect Director Turqi Alnowaiser	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>										
1d		Elect Director Ursula Burns	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>										
1e		Elect Director Robert Eckert	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i>										

# Uber Technologies, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1f		Elect Director Amanda Ginsberg	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1g		Elect Director Dara Khosrowshahi	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1h		Elect Director Wan Ling Martello	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1i		Elect Director John Thain	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1j		Elect Director David I. Trujillo	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
1k		Elect Director Alexander Wynaendts	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST David Trujillo is warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i></p>										
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
4		Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.</i></p>										
5		Commission a Third-Party Audit on Driver Health and Safety	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on driver health and safety, to better understand and assess the company's safety policies, programs, and oversight mechanisms.</i></p>										

# Advanced Micro Devices, Inc.

Meeting Date: 05/08/2024

Country: USA

Ticker: AMD

Record Date: 03/13/2024

Meeting Type: Annual

Meeting ID: 1838424

Primary CUSIP: 007903107

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Nora M. Denzel	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Mark Durcan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Michael P. Gregoire	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Joseph A. Householder	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director John W. Marren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Jon A. Olson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Lisa T. Su	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Abhi Y. Talwalkar	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Elizabeth W. Vanderslice	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as CEO pay, and company performance are reasonably aligned at this time. Although the lack of forward-looking performance goal disclosure under the annual LTI program inhibits investors' ability to assess the rigor of the program, payouts under both the STI and LTI were commensurate with recent and longer-term company performance. Moreover, several special equity awards were granted to certain NEOs in light of executive changes; however, half of all sign-on and promotional awards for such NEOs were performance-conditioned, with multi-year performance periods, mitigating concerns.</i>								

## Advanced Micro Devices, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Reduce Ownership Threshold for Shareholders to Call Special Meeting	G	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.</i></p>										

## Alcon Inc.

**Meeting Date:** 05/08/2024      **Country:** Switzerland      **Ticker:** ALC  
**Record Date:** 04/22/2024      **Meeting Type:** Annual      **Meeting ID:** 1812265  
**Primary CUSIP:** H01301128

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the annual accounts, annual report, and auditor's report for the fiscal year in review is warranted.</i></p>										
2		Approve Discharge of Board and Senior Management	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the formal discharge of the board of directors and senior management is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.</i></p>										
3		Approve Allocation of Income and Dividends of CHF 0.24 per Share	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i></p>										
4		Approve Non-Financial Report (Non-Binding)	E, S	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the approval of the company's non-financial report is warranted due to a lack of significant concerns.</i></p>										
5.1		Approve Remuneration Report (Non-Binding)	G	Mgmt	Yes	For	Against	Against	Yes	No
<p><i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted. While a small improvement to disclosure is acknowledged, overall ex-post disclosure of performance achievements in each incentive program remains limited. Moreover, the CEO's target LTI award opportunity, which was already high relative to Swiss peers, further increased significantly to a level that far exceeds local market practice.</i></p>										
5.2		Approve Remuneration of Directors in the Amount of CHF 3.9 Million	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount is in line with market practice.</i></p>										
5.3		Approve Remuneration of Executive Committee in the Amount of CHF 43 Million	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because the proposal appears to be in line with market practice and does not raise significant concerns.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6.1		Reelect Michael Ball as Director and Board Chair	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.2		Reelect Lynn Bleil as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.3		Reelect Raquel Bono as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.4		Reelect Arthur Cummings as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.5		Reelect David Endicott as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.6		Reelect Thomas Glanzmann as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.7		Reelect Keith Grossman as Director	G	Mgmt	Yes	For	Against	Against	Yes	Yes
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.8		Reelect Scott Maw as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.9		Reelect Karen May as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.10		Reelect Ines Poeschel as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
6.11		Reelect Dieter Spaelti as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								
7.1		Reappoint Thomas Glanzmann as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i>								



## Alcon Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7.2		Reappoint Scott Maw as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i></p>										
7.3		Reappoint Karen May as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i></p>										
7.4		Reappoint Ines Poeschel as Member of the Compensation Committee	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee chair D. Keith Grossman is warranted for lack of diversity on the board. A vote FOR the remaining director nominee(s) is warranted.</i></p>										
8		Designate Hartmann Dreyer as Independent Proxy	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i></p>										
9		Ratify PricewaterhouseCoopers SA as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
10		Transact Other Business (Voting)	G	Mgmt	Yes	For	Against	Against	Yes	No
<p><i>Voting Policy Rationale: A vote AGAINST is warranted because: * This item concerns additional instructions from the shareholder to the proxy in case new voting items or counterproposals are introduced at the meeting by shareholders or the board of directors; and * The content of these new items or counterproposals is not known at this time. Therefore, it is in shareholders' best interest to vote against this item on a precautionary basis.</i></p>										

## Globant SA

**Meeting Date:** 05/10/2024

**Country:** Luxembourg

**Ticker:** GLOB

**Record Date:** 04/09/2024

**Meeting Type:** Annual/Special

**Meeting ID:** 1847580

**Primary CUSIP:** L44385109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Annual Meeting Agenda		Mgmt	No					
1		Receive Board's and Auditor's Reports	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>										
2		Approve Consolidated Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Approve Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i></p>										
4		Approve Allocation of Income	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted, despite the arguable meagerness of the proposed payout ratio, because of the strategic rationale for the decision.</i></p>										
5		Approve Discharge of Directors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.</i></p>										
6		Approve Remuneration of Directors during the Financial Year Ending on December 31, 2023	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.</i></p>										
7		Approve Remuneration of Directors for the Financial Year Ending on December 31, 2024	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.</i></p>										
8		Appoint PricewaterhouseCoopers, Societe Cooperative as Auditor for Annual Accounts and EU IFRS Consolidated Accounts	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
9		Appoint Price Waterhouse & Co. S.R.L. as Auditor for IFRS Consolidated Accounts	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
10		Reelect Martin Migoya as Director	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST incumbent board chair Martin Migoya is warranted for lack of diversity on the board. A vote AGAINST the reelection of Martin Migoya, under Item 10 is further warranted, because the company is not compliant with the chair/CEO policy, and more specifically: * The company has not stated the joint chairman/CEO structure would be abandoned in the near future; * The nominee is serving for a full three-year term, not on an interim basis; and * There is no disclosure on CEO succession planning at this time. However, we do note that the company introduced the role of lead independent director in financial year 2023, showing responsiveness to the company's specific situation of governance of the board of directors. A vote FOR the remaining director nominees is warranted.</i></p>										
11		Elect Andrew McLaughlin as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent board chair Martin Migoya is warranted for lack of diversity on the board. A vote AGAINST the reelection of Martin Migoya, under Item 10 is further warranted, because the company is not compliant with the chair/CEO policy, and more specifically: * The company has not stated the joint chairman/CEO structure would be abandoned in the near future; * The nominee is serving for a full three-year term, not on an interim basis; and * There is no disclosure on CEO succession planning at this time. However, we do note that the company introduced the role of lead independent director in financial year 2023, showing responsiveness to the company's specific situation of governance of the board of directors. A vote FOR the remaining director nominees is warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
12		Elect Alejandro Nicolas Aguzin as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent board chair Martin Migoya is warranted for lack of diversity on the board. A vote AGAINST the reelection of Martin Migoya, under Item 10 is further warranted, because the company is not compliant with the chair/CEO policy, and more specifically: * The company has not stated the joint chairman/CEO structure would be abandoned in the near future; * The nominee is serving for a full three-year term, not on an interim basis; and * There is no disclosure on CEO succession planning at this time. However, we do note that the company introduced the role of lead independent director in financial year 2023, showing responsiveness to the company's specific situation of governance of the board of directors. A vote FOR the remaining director nominees is warranted.</i></p>										
13		Approve Share Repurchase	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted because the authority at this time as being in excess of normal prior limits.</i></p>										
		Extraordinary Meeting Agenda		Mgmt	No					
1		Increase Authorized Share Capital and Amend Articles of Association	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST is warranted as the company did not provide any disclosure regarding the proposed new LTI plan, which is part of the overall authorization request.</i></p>										

Amazon.com, Inc.

**Meeting Date:** 05/22/2024      **Country:** USA      **Ticker:** AMZN  
**Record Date:** 03/28/2024      **Meeting Type:** Annual      **Meeting ID:** 1848566  
**Primary CUSIP:** 023135106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jeffrey P. Bezos	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1b		Elect Director Andrew R. Jassy	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1c		Elect Director Keith B. Alexander	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1d		Elect Director Edith W. Cooper	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1e		Elect Director Jamie S. Gorelick	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1f		Elect Director Daniel P. Huttenlocher	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1g		Elect Director Andrew Y. Ng	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1h		Elect Director Indra K. Nooyi	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1i		Elect Director Jonathan J. Rubinstein	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1j		Elect Director Brad D. Smith	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1k		Elect Director Patricia Q. Stonesifer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1l		Elect Director Wendell P. Weeks	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholder questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. In light of the committee's limited responsiveness to the relatively low say-on-pay vote last year, a vote AGAINST this proposal is warranted.</i></p>										
4		Establish a Public Policy Committee	E, S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability.</i></p>										
5		Establish a Board Committee on Corporate Financial Sustainability	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company has a board committee with responsibility to oversee operations and supply chain and engagement with customers, suppliers, and communities, and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.</i></p>										
6		Report on Customer Due Diligence	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>										
7		Report on Lobbying Payments and Policy	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
8		Report on Median and Adjusted Gender/Racial Pay Gaps	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Publishing the requested pay gap statistics could increase accountability for diversity efforts and would provide shareholders with useful information about how effectively management is assessing and mitigating risks that may arise from inequitable worker treatment.</i></p>											
9		Report on Viewpoint Discrimination	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company's current reporting and policies regarding the handling of controversial products and contents seem to provide sufficient information on proper and improper use of its service and when the company may restrict or remove products or content from its platform.</i></p>											
10		Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	E, S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.</i></p>											
11		Report on Efforts to Reduce Plastic Use	E	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.</i></p>											
12		Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks, particularly regarding freedom of association and collective bargaining rights.</i></p>											
13		Disclose All Material Scope 3 GHG Emissions	E	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Disclosure of all material Scope 3 emissions would allow shareholders to better evaluate the company's progress toward its net zero ambition, provide assurance that the company is managing climate-related risks appropriately, and help the company prepare for potential regulatory requirements.</i></p>											
14		Commission Third Party Study and Report on Risks Associated with Use of Rekognition	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>											
15		Adopt Policy to Require Board Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>											
16		Establish a Board Committee on Artificial Intelligence	E, S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The establishment of a board committee on artificial intelligence would serve to further strengthen the company's ability to manage associated human rights risks and other related issues; and * Formalizing the company's current risk oversight mechanisms through the establishment of a committee would not be prohibitively costly or unduly burdensome.</i></p>											

## Amazon.com, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
17		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against		For	Against	No	Yes

*Voting Policy Rationale: A vote FOR this proposal is warranted. Concerns are raised regarding recent work-place related violations and resulting negative media attention. Given the potential reputational risk, an independent third-party audit appears reasonable at this time. Additionally, results from an independent audit may address the inconsistencies between the statistics cited by the proponent and the injury rates reported by the company, which would allow shareholders to more fully evaluate the company's efforts to address workplace safety.*

## The Charles Schwab Corporation

**Meeting Date:** 05/23/2024      **Country:** USA      **Ticker:** SCHW  
**Record Date:** 03/25/2024      **Meeting Type:** Annual      **Meeting ID:** 1845606  
**Primary CUSIP:** 808513105

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Walter W. Bettinger, II	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>											
1.2		Elect Director Joan T. Dea	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>											
1.3		Elect Director Christopher V. Dodds	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>											
1.4		Elect Director Bharat B. Masrani	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>											
1.5		Elect Director Charles A. Ruffel	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>											
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>											
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.</i>											
4		Improve Executive Compensation Program and Policy	S, G	SH	Yes	Against		Against	Against	No	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Given the company's current processes and programs, it is not clear that the request to include the CEO pay ratio factor would improve the company's existing executive compensation program.</i>											

# The Charles Schwab Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
5		Report on Civil Rights and Non-Discrimination Audit	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.</i></p>											
6		Report on Median Gender/Racial Pay Gaps	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from median racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.</i></p>											

# Meta Platforms, Inc.

**Meeting Date:** 05/29/2024      **Country:** USA      **Ticker:** META  
**Record Date:** 04/01/2024      **Meeting Type:** Annual      **Meeting ID:** 1851990  
**Primary CUSIP:** 30303M102

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Peggy Alford	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											
1.2		Elect Director Marc L. Andreessen	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											



Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.3		Elect Director John Arnold	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.4		Elect Director Andrew W. Houston	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.5		Elect Director Nancy Killefer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.6		Elect Director Robert M. Kimmitt	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.7		Elect Director Hock E. Tan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.8		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.9		Elect Director Tony Xu	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.10		Elect Director Mark Zuckerberg	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Amend Certificate of Incorporation to Limit the Liability of Officers	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i></p>										
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	Against	Against	Yes	No
<p><i>Voting Policy Rationale: Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.</i></p>										
5		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i></p>										
6		Report on Generative AI Misinformation and Disinformation Risks	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.</i></p>										

## Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
7		Disclosure of Voting Results Based on Class of Shares	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.</i>									
8		Report on Human Rights Risks in Non-US Markets	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as increased transparency and disclosure would allow shareholders to better evaluate the effectiveness of the company's efforts in managing human rights risks related to content moderation in its five largest non-U.S. markets.</i>									
9		Amend Corporate Governance Guidelines	E, S, G	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.</i>									
10		Report on Human Rights Impact Assessment of Targeted Advertising	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.</i>									
11		Report on Child Safety and Harm Reduction	S	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i>									
12		Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.</i>									
13		Report on Political Advertising and Election Cycle Enhanced Actions	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the impacts of political advertising on the company's platforms would allow shareholders to better assess the company's management of its political advertising policies and practices aimed at reducing the spread of misinformation, and as well as its management of associated risks.</i>									
14		Report on Framework to Assess Company Lobbying Alignment with Climate Goals	E, S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.</i>									

## EPAM Systems, Inc.

**Meeting Date:** 05/31/2024

**Record Date:** 04/02/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 29414B104

**Ticker:** EPAM

**Meeting ID:** 1851182

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Arkadiy Dobkin	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director DeAnne Aguirre	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Chandra McMahon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Robert E. Segert	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns are noted, the CEO's annual incentive was entirely determined by pre-set objective metrics and performance-based equity will be incorporated into the long-term incentive for FY24.</i>								
4		Declassify the Board of Directors	G	SH	Yes	None	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as board declassification would enhance board accountability.</i>								

Taiwan Semiconductor Manufacturing Co., Ltd.

Meeting Date: 06/04/2024

Country: Taiwan

Ticker: 2330

Record Date: 04/05/2024

Meeting Type: Annual

Meeting ID: 1862522

Primary CUSIP: Y84629107

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
		Meeting for ADR Holders		Mgmt	No					
1		Approve Business Operations Report and Financial Statements	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is merited for this routine resolution because no concerns have been identified.</i>								
2		Approve Amendments to Articles of Association	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted given that the amendments are mostly technical in nature, to align company procedures with regulations, and based on operational needs.</i>								

# Taiwan Semiconductor Manufacturing Co., Ltd.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Approve Issuance of Restricted Stocks	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because: * the proposed scheme has a reasonable vesting period and contains reasonable criteria for the selection of eligible employees; * the company has provided detailed disclosure of the performance hurdles to be applied.</i></p>										
		ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING		Mgmt	No					
4.1		Elect C.C. Wei, with SHAREHOLDER NO.370885, as Non-Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.2		Elect F.C. Tseng, with SHAREHOLDER NO.104, as Non-Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.3		Elect Ming Hsin Kung, a REPRESENTATIVE of National Development Fund, Executive Yuan, with SHAREHOLDER NO.1, as Non-Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.4		Elect Sir Peter L. Bonfield, with SHAREHOLDER NO.577470XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.5		Elect Michael R. Splinter, with SHAREHOLDER NO.674701XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.6		Elect Moshe N. Gavriellov, with SHAREHOLDER NO.A04480XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.7		Elect L. Rafael Reif, with SHAREHOLDER NO.545784XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										

## Taiwan Semiconductor Manufacturing Co., Ltd.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4.8		Elect Ursula M. Burns, with SHAREHOLDER NO.568069XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.9		Elect Lynn L. Elsenhans, with SHAREHOLDER NO.561527XXX, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										
4.10		Elect Chuan Lin, with SHAREHOLDER NO.550387, as Independent Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR all nominees is warranted given the absence of any known issues concerning the nominees.</i></p>										

## Alphabet Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** GOOGL

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1858349

**Primary CUSIP:** 02079K305

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Larry Page	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>										
1b		Elect Director Sergey Brin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>										
1c		Elect Director Sundar Pichai	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>										

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1d		Elect Director John L. Hennessy	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1e		Elect Director Frances H. Arnold	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1f		Elect Director R. Martin "Marty" Chavez	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1g		Elect Director L. John Doerr	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1h		Elect Director Roger W. Ferguson, Jr.	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1i		Elect Director K. Ram Shriram	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1j		Elect Director Robin L. Washington	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											



# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
3		Amend Bylaw regarding Stockholder Approval of Director Compensation	S, G	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.</i>									
4		Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.</i>									
5		Report on Electromagnetic Radiation and Wireless Technologies Risks	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.</i>									
6		Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i>									
7		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>									
8		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i>									
9		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i>									
10		Report on Reproductive Healthcare Misinformation Risks	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because further disclosure would benefit shareholders' understanding on the steps that Alphabet Inc. is taking to address concerns related to potential reproductive healthcare misinformation.</i>									
11		Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	E, S, G	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as adoption of the proposal should serve to provide the company a more robust oversight on risks associated with the company's artificial intelligence (AI) activities. Moreover, it would also further complement the company's commitments around the responsible use of AI.</i>									

## Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
12		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on mis/disinformation related to generative AI in order to assess how the company is managing associated risks.</i></p>										
13		Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</i></p>										
14		Adopt Targets Evaluating YouTube Child Safety Policies	S	SH	Yes	Against	For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>										

## Arista Networks, Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** ANET

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1855774

**Primary CUSIP:** 040413106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Kelly Battles	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.2		Elect Director Kenneth Duda	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.3		Elect Director Jayshree Ullal	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Concern remains regarding the lack of disclosure of weightings and targets under the STIP, and the portion of the performance equity that is earned over an annual performance period and utilizes the same metrics as the STIP. Nevertheless, CEO pay and company performance are reasonably aligned for the year in review, annual incentives utilize financial metrics, and the CEO's long-term incentives are entirely performance-based.</i></p>										

## Arista Networks, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>										

## Dollarama Inc.

**Meeting Date:** 06/12/2024

**Country:** Canada

**Ticker:** DOL

**Record Date:** 04/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1838130

**Primary CUSIP:** 25675T107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1A		Elect Director Joshua Bekenstein	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1B		Elect Director Gregory David	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1C		Elect Director Elisa D. Garcia C.	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1D		Elect Director Stephen Gunn	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1E		Elect Director Kristin Mugford	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1F		Elect Director Nicholas Nomicos	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1G		Elect Director Neil Rossy	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1H		Elect Director Samira Sakhia	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1I		Elect Director Thecla Sweeney	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										
1J		Elect Director Huw Thomas	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: Vote FOR all proposed nominees as no significant concerns have been identified at this time.</i>										

## Dollarama Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Vote FOR the ratification of PricewaterhouseCoopers LLP as auditor as non-audit fees (24 percent) were reasonable relative to total fees paid to the auditor.</i></p>										
3		Advisory Vote on Executive Compensation Approach	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Vote FOR this non-binding advisory resolution as there are no significant issues at this time.</i></p>										

## Grifols SA

**Meeting Date:** 06/13/2024

**Country:** Spain

**Ticker:** GRF

**Record Date:** 06/07/2024

**Meeting Type:** Annual

**Meeting ID:** 1864359

**Primary CUSIP:** E5706X215

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Approve Standalone Financial Statements and Treatment of Net Loss	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because: * The external auditor's opinion on the financial statements for the fiscal year in review is unqualified; and * The non-payment of dividends is consistent with the company endeavors to reduce costs, and the proposed treatment of net loss is unproblematic.</i></p>										
2		Approve Consolidated Financial Statements	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because: * The external auditor's opinion on the financial statements for the fiscal year in review is unqualified; and * The non-payment of dividends is consistent with the company endeavors to reduce costs, and the proposed treatment of net loss is unproblematic.</i></p>										
3		Approve Non-Financial Information Statement	E, S	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted due to a lack of specific concern about the non-financial information reported by the company.</i></p>										
4		Approve Discharge of Board	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted as there is no evidence that the board or the management have not fulfilled their fiduciary duties. This is not without highlighting concerns raised by the Spanish market regulator in its investigation concluded on March 21, 2024.</i></p>										
5		Renew Appointment of Deloitte as Auditor of Standalone Financial Statements for FY 2024-2026	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
6		Appoint Deloitte as the Independent Assurance Services Provider of the Company to Carry Out the Assurance of the Sustainability Report for FY 2024-2026	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>											
7.1		Acknowledge Resignation of James Costos as Director	G	Mgmt	No						
<i>Voting Policy Rationale: No vote is required for this item.</i>											
7.2		Ratify Appointment of and Elect Jose Ignacio Abia Buenache as Director	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>											
7.3		Ratify Appointment of and Elect Albert Grifols Coma-Cros as Director	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>											
7.4		Elect Claire Giraut as Director	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>											
7.5		Elect Anne-Catherine Berner as Director	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR these items is warranted due to a lack of concerns about the proposed candidates and the board and committee composition.</i>											
7.6		Fix Number of Directors at 13	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the proposed board size would remain within the 15-director limit as per local code of best practice.</i>											
8		Change Location of Registered Office and Amend Article 3 Accordingly	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted because the amendment is deemed uncontroversial.</i>											
9		Receive Amendments to Board of Directors Regulations	G	Mgmt	No						
<i>Voting Policy Rationale: This is a non-voting item.</i>											
10		Advisory Vote on Remuneration Report	G	Mgmt	Yes	For		Against	For	No	Yes
<i>Voting Policy Rationale: A vote AGAINST this item is warranted due to: * The problematic termination payments in favor of the former executive chair Steven Mayer; and * The excessive board fees paid to the honorary board chair.</i>											
11		Amend Remuneration Policy	G	Mgmt	Yes	For		Against	For	No	Yes
<i>Voting Policy Rationale: A vote AGAINST is warranted because of the problematic pay package of the new CEO.</i>											
12		Authorize Company to Call EGM with 15 Days' Notice	G	Mgmt	Yes	For		For	For	No	No
<i>Voting Policy Rationale: A vote FOR the requested authorization to call an EGM with 15 days' notice is warranted in the absence of concerns over the use of the previous mandate. However, its use in the current year, if any, will be closely monitored to ensure that shorter dated EGMs are called solely in connection with time-sensitive matters.</i>											

## Grifols SA

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
13		Authorize Board to Ratify and Execute Approved Resolutions	G	Mgmt	Yes	For	For	For	No	No

*Voting Policy Rationale: A vote FOR this standard resolution is warranted as it provides the board with the means to carry out the agreements validly adopted by the general meeting.*

## Fortinet, Inc.

**Meeting Date:** 06/14/2024

**Country:** USA

**Ticker:** FTNT

**Record Date:** 04/22/2024

**Meeting Type:** Annual

**Meeting ID:** 1858428

**Primary CUSIP:** 34959E109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Ken Xie	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Michael Xie	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Kenneth A. Goldman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Ming Hsieh	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Jean Hu	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director William H. Neukom	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Judith Sim	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director James Stavridis	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Mary Agnes "Maggie" Wilderotter	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No

*Voting Policy Rationale: A vote FOR this proposal is warranted. Although concerns are noted regarding the long-term incentive plan, pay and performance are reasonably aligned for the year in review.*

# Mastercard Incorporated

Meeting Date: 06/18/2024

Country: USA

Ticker: MA

Record Date: 04/19/2024

Meeting Type: Annual

Meeting ID: 1857931

Primary CUSIP: 57636Q104

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Merit E. Janow	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Candido Bracher	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Richard K. Davis	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Julius Genachowski	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Choon Phong Goh	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Oki Matsumoto	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Michael Miebach	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Youngme Moon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Rima Qureshi	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Gabrielle Sulzberger	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Harit Talwar	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Lance Uggla	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Concerns are nonetheless raised regarding the significant role of discretion in the STIP. That said, FY23 STI payouts were generally aligned with strong corporate financial performance, and financial targets appeared to be rigorous. Further, equity grants were predominantly performance-conditioned.</i>								

## Mastercard Incorporated

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
4		Report on Lobbying Payments and Policy	S	SH	Yes	Against	For	For	Yes	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>										
5		Amend Director Election Resignation Bylaw	G	SH	Yes	Against	Against	Against	No	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggest a mandatory resignation policy is needed, and there are arguable concerns that the proposal may not be in compliance with Delaware law.</i>										
6		Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	S	SH	Yes	Against	Against	Against	No	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is providing sufficient disclosure regarding its human rights and data privacy efforts.</i>										
7		Report on Congruency of Company's Human Rights Statement with Charitable Contributions and Voluntary Partnerships	S	SH	Yes	Against	Against	Against	No	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient disclosure regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>										
8		Report on Gender-Based Compensation and Benefits Inequities	E, S	SH	Yes	Against	Against	Against	No	No
<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company is improving with respect to its gender pay gap, appears to provide competitive health benefits, and there is no evidence that the company is offering health care in a discriminatory manner.</i>										

## NVIDIA Corporation

**Meeting Date:** 06/26/2024

**Country:** USA

**Ticker:** NVDA

**Record Date:** 04/29/2024

**Meeting Type:** Annual

**Meeting ID:** 1865677

**Primary CUSIP:** 67066G104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Robert K. Burgess	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1b		Elect Director Tench Coxé	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										



## NVIDIA Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1c		Elect Director John O. Dabiri	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Persis S. Drell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Jen-Hsun Huang	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Dawn Hudson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Harvey C. Jones	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Melissa B. Lora	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Stephen C. Neal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director A. Brooke Seawell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Aarti Shah	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Mark A. Stevens	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review. Although some concerns are raised with respect to the LTI plan, the CEO's equity awards are entirely performance-based, with clearly disclosed target goals.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Adopt Simple Majority Vote	G	SH	Yes	None	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.</i>								

## NICE Ltd. (Israel)

**Meeting Date:** 07/03/2024

**Record Date:** 05/31/2024

**Country:** Israel

**Meeting Type:** Annual

**Primary CUSIP:** M7494X101

**Ticker:** NICE

**Meeting ID:** 1874309

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
		Meeting for ADR Holders		Mgmt	No					
1a		Reelect David Kostman as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1b		Reelect Rimon Ben-Shaoul as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1c		Reelect Yehoshua (Shuki) Ehrlich as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1d		Reelect Leo Apotheker as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
1e		Reelect Joseph (Joe) Cowan as Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
2		Reelect Zehava Simon as External Director	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: As the company has provided sufficient information on these proposals and as there are no concerns with the board and its committees' structure and functioning, these items warrant a vote FOR.</i>								
2.1		Vote FOR if you are a controlling shareholder or have a personal interest in Item 2, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	G	Mgmt	Yes	None	Refer	Against	No	No
		<i>Voting Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i>								
3		Approve Updated Compensation Policy for the Directors and Officers of the Company	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the company discloses sufficient information and rationale on its amended compensation policy. However, qualified support is warranted because: * The amended cap on equity awards is substantially increased and raises some level of concern. The proposal entails a 33 percent increase to the maximum cap of up to ca. USD 26 million in annual RSU grants. * The potential of a USD 26 million RSU grants is substantially above market. Although median value of LTI grants of company-selected peers approximates USD 20 million, we note that median LTI grant value of ISS-selected peers for the company-selected peers is ca. USD 10 million. However, these concerns are somewhat mitigated by: * The proposal entails a theoretical cap whereas actual company practice is not concerning with a ca. USD 8 million annual grant value, being aligned with common market practice; * Any RSU grant to the CEO is subject to separate shareholder approval and hence the maximum cap is symbolic and shareholders can separately assess the merits of the separate RSU grants; and * We acknowledge the company is in the market for a new CEO.</i>								

## NICE Ltd. (Israel)

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3.1		Vote FOR if you are a controlling shareholder or have a personal interest in Item 3, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	G	Mgmt	Yes	None	Refer	Against	No	No
<p><i>Voting Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i></p>										
4		Approve CEO Equity Award	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted because: * The company failed to disclose sufficient information regarding the value of the CEO's proposed compensation, preventing shareholders to assess the level of the payout opportunity; * The proposed vesting period is shorter in duration than the recommended guidelines and the possibility to accelerate the vesting within a short period is not in line with the pay-for-performance principle and Israeli market practice; * Despite the CEO's impending departure within the following year and the short vesting period of the equity awards, the terms provide only limited guidance on the performance criteria used to determine the PSUs, thus leaving excessive room for board discretion and preventing shareholder to assess the rigor of the plan.</i></p>										
4.1		Vote FOR if you are a controlling shareholder or have a personal interest in Item 4, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	G	Mgmt	Yes	None	Refer	Against	No	No
<p><i>Voting Policy Rationale: Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will not be counted.</i></p>										
5		Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the audit firm and fix their remuneration is warranted.</i></p>										
6		Discuss Financial Statements and the Report of the Board	G	Mgmt	No					
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>										

## Autodesk, Inc.

**Meeting Date:** 07/16/2024

**Country:** USA

**Ticker:** ADSK

**Record Date:** 05/29/2024

**Meeting Type:** Annual

**Meeting ID:** 1878113

**Primary CUSIP:** 052769106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Andrew Anagnost	G	Mgmt	Yes	For	For	For	No	No

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1b		Elect Director Karen Blasing	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1c		Elect Director Reid French	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1d		Elect Director Ayanna Howard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1e		Elect Director Blake Irving	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1f		Elect Director Mary T. McDowell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1g		Elect Director Stephen Milligan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1h		Elect Director Lorrie M. Norrington	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1i		Elect Director Betsy Rafael	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
1j		Elect Director Rami Rahim	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								

## Autodesk, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1k		Elect Director Stacy J. Smith	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR interim CFO and former audit committee chair Elizabeth (Betsy) Rafael is warranted, with caution, as shareholders should continue to monitor the progress of regulatory investigations and civil litigation arising out of the audit committee's investigation into the company's free cash flow and non-GAAP operating margin practices. A vote FOR the remaining director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Some concerns remain, including incomplete goal disclosure for the incentive programs and one-year performance periods for part of the LTIP. Nevertheless, annual incentives continued to be entirely based on pre-set financial metrics. Further, equity grants are majority performance conditioned and primarily based on financial metrics.</i>								
4		Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.</i>								
5		Provide Right to Call a Special Meeting	G	SH	Yes	Against	For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the right to call special meetings at a 15 percent ownership threshold would enhance shareholders rights.</i>								

## Microsoft Corporation

**Meeting Date:** 12/10/2024

**Country:** USA

**Ticker:** MSFT

**Record Date:** 09/30/2024

**Meeting Type:** Annual

**Meeting ID:** 1906254

**Primary CUSIP:** 594918104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Reid G. Hoffman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Hugh F. Johnston	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Catherine MacGregor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Mark A. L. Mason	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.6		Elect Director Satya Nadella	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Sandra E. Peterson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director Penny S. Pritzker	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.10		Elect Director Charles W. Scharf	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.11		Elect Director John W. Stanton	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.12		Elect Director Emma N. Walmsley	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. The cash incentive payout was reduced at the CEO's request this year. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods.</i>								
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Report on Risks of Weapons Development	S	SH	Yes	Against	For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the requested report would allow shareholders to better understand Microsoft's management and oversight of risks related to weapons development.</i>								
5		Assess and Report on Investing in Bitcoin	S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company already considers potential investments in Bitcoin and other cryptocurrencies as part of its investment portfolio.</i>								
6		Report on Risks of Operating in Countries with Significant Human Rights Concerns	S	SH	Yes	Against	For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.</i>								

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7		Report on Risks of Using Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure related to the potential risks associated with the use of the company's artificial intelligence and machine learning tools for new oil and gas development and production.</i></p>										
8		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks.</i></p>										
9		Report on AI Data Sourcing Accountability	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted as the company is facing increased risks related to copyright infringement. Although it discloses information about its assessment of AI risks generally, shareholders would benefit from greater attention to risks related to how the company uses third-party information to train its large language models.</i></p>										

## VOTE SUMMARY REPORT

### Global Focus Growth Proxy Voting Record

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

#### Voting Statistics

	Total	Percent
Votable Meetings	12	
Meetings Voted	12	100.00%
Meetings with One or More Votes Against Management	3	25.00%
Votable Ballots	12	
Ballots Voted	12	100.00%

Note: A meeting is votable when one or more ballots are eligible to vote at the meeting, and differences in votable meetings and ballots occurs when multiple ballots are available to vote for the same meeting.

	Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	159		48		207	
Proposals Voted	159	100.00%	48	100.00%	207	100.00%
FOR Votes	157	98.74%	5	10.42%	162	78.26%
AGAINST Votes	1	0.63%	43	89.58%	44	21.26%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	0	0.00%	0	0.00%	0	0.00%
Votes WITH Management	158	99.37%	44	91.67%	202	97.58%
Votes AGAINST Management	1	0.63%	4	8.33%	5	2.42%
Significant Votes	0	0.00%	0	0.00%	0	0.00%

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.

#### E, S, G Pillar Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Environmental	4	1.93%	4	1.93%	0	0.00%	4	8.33%	4	1.93%
Social	25	12.08%	25	12.08%	0	0.00%	25	52.08%	25	12.08%
Governance	166	80.19%	166	80.19%	159	100.00%	7	14.58%	166	80.19%
E&S Blended	9	4.35%	9	4.35%	0	0.00%	9	18.75%	9	4.35%
S&G Blended	1	0.48%	1	0.48%	0	0.00%	1	2.08%	1	0.48%
E&S&G Blended	2	0.97%	2	0.97%	0	0.00%	2	4.17%	2	0.97%
<b>Total Unique Proposal(s)</b>	<b>207</b>		<b>207</b>		<b>159</b>		<b>48</b>		<b>207</b>	

Note: For Blended Pillars, clients should review the E,S,G pillar designation provided in the meeting's proposal data.



## Proposal Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		Votes Against Management		Significant Votes	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Audit Related	11	5.31%	11	5.31%	11	5.31%	0	0.00%	0	0.00%	0	0.00%
Capitalization	7	3.38%	7	3.38%	7	3.38%	0	0.00%	0	0.00%	0	0.00%
Company Articles	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Compensation	20	9.66%	20	9.66%	18	8.70%	2	0.97%	1	0.48%	0	0.00%
Corporate Governance	3	1.45%	3	1.45%	0	0.00%	3	1.45%	0	0.00%	0	0.00%
Director Election	116	56.04%	116	56.04%	116	56.04%	0	0.00%	0	0.00%	0	0.00%
Director Related	4	1.93%	4	1.93%	3	1.45%	1	0.48%	0	0.00%	0	0.00%
E&S Blended	9	4.35%	9	4.35%	0	0.00%	9	4.35%	0	0.00%	0	0.00%
Environmental	4	1.93%	4	1.93%	0	0.00%	4	1.93%	1	0.48%	0	0.00%
Miscellaneous	3	1.45%	3	1.45%	1	0.48%	2	0.97%	1	0.48%	0	0.00%
Mutual Funds	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
No Research	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Non-Routine Business	2	0.97%	2	0.97%	0	0.00%	2	0.97%	0	0.00%	0	0.00%
Routine Business	2	0.97%	2	0.97%	2	0.97%	0	0.00%	0	0.00%	0	0.00%
Social	25	12.08%	25	12.08%	0	0.00%	25	12.08%	2	0.97%	0	0.00%
Strategic Transactions	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Takeover Related	1	0.48%	1	0.48%	1	0.48%	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>207</b>	<b>100.00%</b>	<b>207</b>	<b>100.00%</b>	<b>159</b>	<b>76.81%</b>	<b>48</b>	<b>23.19%</b>	<b>5</b>	<b>2.42%</b>	<b>0</b>	<b>0.00%</b>

## Intuit Inc.

**Meeting Date:** 01/18/2024

**Country:** USA

**Ticker:** INTU

**Record Date:** 11/20/2023

**Meeting Type:** Annual

**Meeting ID:** 1806332

**Primary CUSIP:** 461202103

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Eve Burton	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1b		Elect Director Scott D. Cook	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1c		Elect Director Richard L. Dalzell	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1d		Elect Director Sasan K. Goodarzi	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1e		Elect Director Deborah Liu	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1f		Elect Director Tekedra Mawakana	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1g		Elect Director Suzanne Nora Johnson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										

## Intuit Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Ryan Roslansky	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Thomas Szkutak	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Raul Vazquez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Eric S. Yuan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.</i>								
3		Advisory Vote on Say on Pay Frequency	G	Mgmt	Yes	One Year	One Year	One Year	No	No
		<i>Voting Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
5		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
6		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against	For	For	Yes	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>								

## Visa Inc.

**Meeting Date:** 01/23/2024

**Country:** USA

**Ticker:** V

**Record Date:** 11/24/2023

**Meeting Type:** Annual

**Meeting ID:** 1809416

**Primary CUSIP:** 92826C839

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Lloyd A. Carney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Kermit R. Crawford	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1c		Elect Director Francisco Javier Fernandez-Carbajal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1d		Elect Director Ramon Laguarta	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1e		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1f		Elect Director John F. Lundgren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1g		Elect Director Ryan McInerney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1h		Elect Director Denise M. Morrison	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Pamela Murphy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Linda J. Rendle	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Maynard G. Webb, Jr.	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the annual and long-term incentives are primarily performance based, certain concerns are noted under both programs relating to the lack of per-metric weightings and the use of annual performance periods in the LTI.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Approve Class B Exchange Offer Program Certificate Amendments	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. At present, upon the resolution of certain litigation, a large number of Class B shares will become freely convertible into Class A shares all at once, which could lead to market disruptions and volatility for Class A shareholders. The proposed exchange offer provides for a more methodical approach to the conversion of the Class B shares, which would occur in stages and release smaller portions of Class B shares for conversion, thereby mitigating some of this risk.</i>								
5		Adjourn Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as support for the underlying proposals at the shareholder meeting is warranted.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
6		Submit Severance Agreement (Change-in-Control) to Shareholder Vote	G	SH	Yes	Against		Against	Against	No	No

*Voting Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis absent shareholder approval, and no significant concerns are identified with respect to the company's broad-based equity award treatment.*

Accenture plc

**Meeting Date:** 01/31/2024      **Country:** Ireland      **Ticker:** ACN  
**Record Date:** 12/04/2023      **Meeting Type:** Annual      **Meeting ID:** 1811227  
**Primary CUSIP:** G1151C101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jaime Ardila	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1b		Elect Director Martin Brudermuller	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1c		Elect Director Alan Jope	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1d		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1e		Elect Director Beth E. Mooney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1f		Elect Director Gilles C. Pelisson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1g		Elect Director Paula A. Price	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1h		Elect Director Venkata (Murthy) Renduchintala	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1i		Elect Director Arun Sarin	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1j		Elect Director Julie Sweet	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								
1k		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the directors is warranted.</i>								

## Accenture plc

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. While shareholders would benefit from more substantial disclosure of goal definition, CEO pay and company performance are reasonably aligned at this time.</i></p>										
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i></p>										
4		Amend Nonqualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.</i></p>										
5		Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
6		Renew the Board's Authority to Issue Shares Under Irish Law	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i></p>										
7		Authorize Board to Opt-Out of Statutory Pre-Emption Rights	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i></p>										
8		Determine Price Range for Reissuance of Treasury Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i></p>										

## Adobe Inc.

**Meeting Date:** 04/17/2024

**Country:** USA

**Ticker:** ADBE

**Record Date:** 02/20/2024

**Meeting Type:** Annual

**Meeting ID:** 1828583

**Primary CUSIP:** 00724F101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Cristiano Amon	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director Amy Banse	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director Brett Biggs	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1d		Elect Director Melanie Boulden	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Elect Director Frank Calderoni	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Laura Desmond	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Shantanu Narayan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Spencer Neumann	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Kathleen Oberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Dheeraj Pandey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director David Ricks	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Daniel Rosensweig	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual incentives and long-term incentives are primarily performance-based. In addition, the relative TSR PSUs utilize a multi-year performance period and a payout cap for negative absolute results, while targeting above-median performance. However, concerns remain regarding the annual performance period for certain equity awards and the lack of disclosed specific annual incentive targets and weightings, though certain improvements to the STI are expected to be made next year.</i>								
5		Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	G	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.</i>								
6		Report on Hiring of Persons with Arrest or Incarceration Records	S	SH	Yes	Against	For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives.</i>								

# ASML Holding NV

**Meeting Date:** 04/24/2024

**Country:** Netherlands

**Ticker:** ASML

**Record Date:** 03/27/2024

**Meeting Type:** Annual

**Meeting ID:** 1831708

**Primary CUSIP:** N07059202

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Meeting for ADR Holders		Mgmt	No					
		Open Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										
2		Discuss the Company's Business, Financial Situation and ESG Sustainability	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item</i>										
3a		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i>										
3b		Adopt Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i>										
3c		Discussion on Company's Corporate Governance Structure and Compliance with the Corporate Governance Code	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
3d		Receive Explanation on Company's Reserves and Dividend Policy	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
3e		Approve Dividends	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>										
4a		Approve Discharge of Management Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>										
4b		Approve Discharge of Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>										
5		Approve Number of Shares for Management Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>										

# ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6a		Announce Intention to Reappoint C.D. Fouquet to Management Board	G	Mgmt	No					
<i>Voting Policy Rationale: These are non-voting items.</i>										
6b		Announce Intention to Reappoint J.P. Koonmen to Management Board	G	Mgmt	No					
<i>Voting Policy Rationale: These are non-voting items.</i>										
7a		Discuss Updated Profile of the Supervisory Board	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
7b		Reelect A.P. Aris to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7c		Reelect D.M. Durcan to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7d		Reelect D.W.A. East to Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>										
7e		Discuss Composition of the Supervisory Board	G	Mgmt	No					
<i>Voting Policy Rationale: This is a non-voting item.</i>										
8a		Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
8b		Authorize Board to Exclude Preemptive Rights from Share Issuances	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
9		Authorize Repurchase of Up to 10 Percent of Issued Share Capital	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow ASML Holding to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i>										
10		Authorize Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>										



## ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
11		Other Business (Non-Voting)	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								
12		Close Meeting	G	Mgmt	No					
		<i>Voting Policy Rationale: No vote is required for this item.</i>								

## Advanced Micro Devices, Inc.

**Meeting Date:** 05/08/2024      **Country:** USA      **Ticker:** AMD  
**Record Date:** 03/13/2024      **Meeting Type:** Annual      **Meeting ID:** 1838424  
**Primary CUSIP:** 007903107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Nora M. Denzel	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Mark Durcan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Michael P. Gregoire	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Joseph A. Householder	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director John W. Marren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Jon A. Olson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Lisa T. Su	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Abhi Y. Talwalkar	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Elizabeth W. Vanderslice	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

## Advanced Micro Devices, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as CEO pay, and company performance are reasonably aligned at this time. Although the lack of forward-looking performance goal disclosure under the annual LTI program inhibits investors' ability to assess the rigor of the program, payouts under both the STI and LTI were commensurate with recent and longer-term company performance. Moreover, several special equity awards were granted to certain NEOs in light of executive changes; however, half of all sign-on and promotional awards for such NEOs were performance-conditioned, with multi-year performance periods, mitigating concerns.</i></p>										
4		Reduce Ownership Threshold for Shareholders to Call Special Meeting	G	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.</i></p>										

## Amazon.com, Inc.

**Meeting Date:** 05/22/2024      **Country:** USA      **Ticker:** AMZN  
**Record Date:** 03/28/2024      **Meeting Type:** Annual      **Meeting ID:** 1848566  
**Primary CUSIP:** 023135106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jeffrey P. Bezos	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1b		Elect Director Andrew R. Jassy	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1c		Elect Director Keith B. Alexander	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1d		Elect Director Edith W. Cooper	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1e		Elect Director Jamie S. Gorelick	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1f		Elect Director Daniel P. Huttenlocher	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1g		Elect Director Andrew Y. Ng	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1h		Elect Director Indra K. Nooyi	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1i		Elect Director Jonathan J. Rubinstein	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1j		Elect Director Brad D. Smith	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1k		Elect Director Patricia Q. Stonesifer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1l		Elect Director Wendell P. Weeks	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholder questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. In light of the committee's limited responsiveness to the relatively low say-on-pay vote last year, a vote AGAINST this proposal is warranted.</i></p>										
4		Establish a Public Policy Committee	E, S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability.</i></p>										
5		Establish a Board Committee on Corporate Financial Sustainability	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company has a board committee with responsibility to oversee operations and supply chain and engagement with customers, suppliers, and communities, and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.</i></p>										
6		Report on Customer Due Diligence	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>										
7		Report on Lobbying Payments and Policy	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
8		Report on Median and Adjusted Gender/Racial Pay Gaps	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Publishing the requested pay gap statistics could increase accountability for diversity efforts and would provide shareholders with useful information about how effectively management is assessing and mitigating risks that may arise from inequitable worker treatment.</i></p>											
9		Report on Viewpoint Discrimination	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company's current reporting and policies regarding the handling of controversial products and contents seem to provide sufficient information on proper and improper use of its service and when the company may restrict or remove products or content from its platform.</i></p>											
10		Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	E, S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.</i></p>											
11		Report on Efforts to Reduce Plastic Use	E	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.</i></p>											
12		Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks, particularly regarding freedom of association and collective bargaining rights.</i></p>											
13		Disclose All Material Scope 3 GHG Emissions	E	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Disclosure of all material Scope 3 emissions would allow shareholders to better evaluate the company's progress toward its net zero ambition, provide assurance that the company is managing climate-related risks appropriately, and help the company prepare for potential regulatory requirements.</i></p>											
14		Commission Third Party Study and Report on Risks Associated with Use of Rekognition	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>											
15		Adopt Policy to Require Board Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>											
16		Establish a Board Committee on Artificial Intelligence	E, S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The establishment of a board committee on artificial intelligence would serve to further strengthen the company's ability to manage associated human rights risks and other related issues; and * Formalizing the company's current risk oversight mechanisms through the establishment of a committee would not be prohibitively costly or unduly burdensome.</i></p>											

## Amazon.com, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
17		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against		For	Against	No	Yes

*Voting Policy Rationale: A vote FOR this proposal is warranted. Concerns are raised regarding recent work-place related violations and resulting negative media attention. Given the potential reputational risk, an independent third-party audit appears reasonable at this time. Additionally, results from an independent audit may address the inconsistencies between the statistics cited by the proponent and the injury rates reported by the company, which would allow shareholders to more fully evaluate the company's efforts to address workplace safety.*

## Meta Platforms, Inc.

**Meeting Date:** 05/29/2024      **Country:** USA      **Ticker:** META  
**Record Date:** 04/01/2024      **Meeting Type:** Annual      **Meeting ID:** 1851990  
**Primary CUSIP:** 30303M102

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Peggy Alford	G	Mgmt	Yes	For		Withhold For	No	Yes

*Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, & governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.*

1.2		Elect Director Marc L. Andreessen	G	Mgmt	Yes	For		Withhold For	No	Yes
-----	--	-----------------------------------	---	------	-----	-----	--	--------------	----	-----

*Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, & governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.*

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.3		Elect Director John Arnold	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											
1.4		Elect Director Andrew W. Houston	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											
1.5		Elect Director Nancy Killefer	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.6		Elect Director Robert M. Kimmitt	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.7		Elect Director Hock E. Tan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.8		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										



# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.9		Elect Director Tony Xu	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.10		Elect Director Mark Zuckerberg	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Amend Certificate of Incorporation to Limit the Liability of Officers	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i></p>										
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	Against	Against	Yes	No
<p><i>Voting Policy Rationale: Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.</i></p>										
5		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i></p>										
6		Report on Generative AI Misinformation and Disinformation Risks	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.</i></p>										

## Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
7		Disclosure of Voting Results Based on Class of Shares	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.</i>									
8		Report on Human Rights Risks in Non-US Markets	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as increased transparency and disclosure would allow shareholders to better evaluate the effectiveness of the company's efforts in managing human rights risks related to content moderation in its five largest non-U.S. markets.</i>									
9		Amend Corporate Governance Guidelines	E, S, G	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.</i>									
10		Report on Human Rights Impact Assessment of Targeted Advertising	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.</i>									
11		Report on Child Safety and Harm Reduction	S	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i>									
12		Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.</i>									
13		Report on Political Advertising and Election Cycle Enhanced Actions	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the impacts of political advertising on the company's platforms would allow shareholders to better assess the company's management of its political advertising policies and practices aimed at reducing the spread of misinformation, and as well as its management of associated risks.</i>									
14		Report on Framework to Assess Company Lobbying Alignment with Climate Goals	E, S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.</i>									

## Alphabet Inc.

**Meeting Date:** 06/07/2024

**Record Date:** 04/09/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 02079K305

**Ticker:** GOOGL

**Meeting ID:** 1858349

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Larry Page	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								
1b		Elect Director Sergey Brin	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								
1c		Elect Director Sundar Pichai	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								
1d		Elect Director John L. Hennessy	G	Mgmt	Yes	For	Against	For	No	Yes
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								
1e		Elect Director Frances H. Arnold	G	Mgmt	Yes	For	Against	For	No	Yes
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								
1f		Elect Director R. Martin "Marty" Chavez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								
1g		Elect Director L. John Doerr	G	Mgmt	Yes	For	Against	For	No	Yes
		<i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i>								

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Roger W. Ferguson, Jr.	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>										
1i		Elect Director K. Ram Shriram	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>										
1j		Elect Director Robin L. Washington	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Amend Bylaw regarding Stockholder Approval of Director Compensation	S, G	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.</i></p>										
4		Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.</i></p>										
5		Report on Electromagnetic Radiation and Wireless Technologies Risks	S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.</i></p>										
6		Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>										
7		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i></p>										

## Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
8		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>											
9		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i></p>											
10		Report on Reproductive Healthcare Misinformation Risks	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because further disclosure would benefit shareholders' understanding on the steps that Alphabet Inc. is taking to address concerns related to potential reproductive healthcare misinformation.</i></p>											
11		Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	E, S, G	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as adoption of the proposal should serve to provide the company a more robust oversight on risks associated with the company's artificial intelligence (AI) activities. Moreover, it would also further complement the company's commitments around the responsible use of AI.</i></p>											
12		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on mis/disinformation related to generative AI in order to assess how the company is managing associated risks.</i></p>											
13		Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</i></p>											
14		Adopt Targets Evaluating YouTube Child Safety Policies	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>											

## Arista Networks, Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** ANET

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1855774

**Primary CUSIP:** 040413106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Kelly Battles	G	Mgmt	Yes	For		Withhold	For	No	Yes

## Arista Networks, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.2		Elect Director Kenneth Duda	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
1.3		Elect Director Jayshree Ullal	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>										
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Concern remains regarding the lack of disclosure of weightings and targets under the STIP, and the portion of the performance equity that is earned over an annual performance period and utilizes the same metrics as the STIP. Nevertheless, CEO pay and company performance are reasonably aligned for the year in review, annual incentives utilize financial metrics, and the CEO's long-term incentives are entirely performance-based.</i></p>										
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i></p>										

## NVIDIA Corporation

**Meeting Date:** 06/26/2024

**Country:** USA

**Ticker:** NVDA

**Record Date:** 04/29/2024

**Meeting Type:** Annual

**Meeting ID:** 1865677

**Primary CUSIP:** 67066G104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Robert K. Burgess	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1b		Elect Director Tench Coxo	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1c		Elect Director John O. Dabiri	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										
1d		Elect Director Persis S. Drell	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>										

## NVIDIA Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1e		Elect Director Jen-Hsun Huang	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Dawn Hudson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Harvey C. Jones	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Melissa B. Lora	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Stephen C. Neal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director A. Brooke Seawell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Aarti Shah	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Mark A. Stevens	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review. Although some concerns are raised with respect to the LTI plan, the CEO's equity awards are entirely performance-based, with clearly disclosed target goals.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Adopt Simple Majority Vote	G	SH	Yes	None	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.</i>								

## Microsoft Corporation

**Meeting Date:** 12/10/2024

**Country:** USA

**Ticker:** MSFT

**Record Date:** 09/30/2024

**Meeting Type:** Annual

**Meeting ID:** 1906254

**Primary CUSIP:** 594918104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Reid G. Hoffman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.2		Elect Director Hugh F. Johnston	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.4		Elect Director Catherine MacGregor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Mark A. L. Mason	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director Satya Nadella	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Sandra E. Peterson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director Penny S. Pritzker	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.10		Elect Director Charles W. Scharf	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.11		Elect Director John W. Stanton	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.12		Elect Director Emma N. Walmsley	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. The cash incentive payout was reduced at the CEO's request this year. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods.</i>								
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Report on Risks of Weapons Development	S	SH	Yes	Against	For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the requested report would allow shareholders to better understand Microsoft's management and oversight of risks related to weapons development.</i>								



# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
5		Assess and Report on Investing in Bitcoin	S	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company already considers potential investments in Bitcoin and other cryptocurrencies as part of its investment portfolio.</i></p>										
6		Report on Risks of Operating in Countries with Significant Human Rights Concerns	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.</i></p>										
7		Report on Risks of Using Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure related to the potential risks associated with the use of the company's artificial intelligence and machine learning tools for new oil and gas development and production.</i></p>										
8		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks.</i></p>										
9		Report on AI Data Sourcing Accountability	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted as the company is facing increased risks related to copyright infringement. Although it discloses information about its assessment of AI risks generally, shareholders would benefit from greater attention to risks related to how the company uses third-party information to train its large language models.</i></p>										

## VOTE SUMMARY REPORT

### Dividend Growth Proxy Voting Record

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

#### Voting Statistics

	Total	Percent
Votable Meetings	25	
Meetings Voted	25	100.00%
Meetings with One or More Votes Against Management	10	40.00%
Votable Ballots	25	
Ballots Voted	25	100.00%

Note: A meeting is votable when one or more ballots are eligible to vote at the meeting, and differences in votable meetings and ballots occurs when multiple ballots are available to vote for the same meeting.

	Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	354		58		412	
Proposals Voted	354	100.00%	58	100.00%	412	100.00%
FOR Votes	344	97.18%	8	13.79%	352	85.44%
AGAINST Votes	9	2.54%	50	86.21%	59	14.32%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	0	0.00%	0	0.00%	0	0.00%
Votes WITH Management	345	97.46%	51	87.93%	396	96.12%
Votes AGAINST Management	9	2.54%	7	12.07%	16	3.88%
Significant Votes	0	0.00%	0	0.00%	0	0.00%

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.

#### E, S, G Pillar Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		All Proposals	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Environmental	5	1.21%	5	1.21%	0	0.00%	5	8.62%	5	1.21%
Social	30	7.28%	30	7.28%	1	0.28%	29	50.00%	30	7.28%
Governance	362	87.86%	362	87.86%	353	99.72%	9	15.52%	362	87.86%
E&S Blended	11	2.67%	11	2.67%	0	0.00%	11	18.97%	11	2.67%
S&G Blended	2	0.49%	2	0.49%	0	0.00%	2	3.45%	2	0.49%
E&S&G Blended	2	0.49%	2	0.49%	0	0.00%	2	3.45%	2	0.49%
<b>Total Unique Proposal(s)</b>	<b>412</b>		<b>412</b>		<b>354</b>		<b>58</b>		<b>412</b>	

Note: For Blended Pillars, clients should review the E,S,G pillar designation provided in the meeting's proposal data.

## Proposal Statistics

	Votable Proposals		Proposals Voted		Management Proposals		Shareholder Proposals		Votes Against Management		Significant Votes	
	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent	Total	Percent
Audit Related	26	6.31%	26	6.31%	26	6.31%	0	0.00%	1	0.24%	0	0.00%
Capitalization	18	4.37%	18	4.37%	18	4.37%	0	0.00%	0	0.00%	0	0.00%
Company Articles	3	0.73%	3	0.73%	2	0.49%	1	0.24%	1	0.24%	0	0.00%
Compensation	35	8.50%	35	8.50%	32	7.77%	3	0.73%	2	0.49%	0	0.00%
Corporate Governance	4	0.97%	4	0.97%	0	0.00%	4	0.97%	1	0.24%	0	0.00%
Director Election	237	57.52%	237	57.52%	237	57.52%	0	0.00%	4	0.97%	0	0.00%
Director Related	17	4.13%	17	4.13%	16	3.88%	1	0.24%	1	0.24%	0	0.00%
E&S Blended	11	2.67%	11	2.67%	0	0.00%	11	2.67%	0	0.00%	0	0.00%
Environmental	5	1.21%	5	1.21%	0	0.00%	5	1.21%	1	0.24%	0	0.00%
Miscellaneous	4	0.97%	4	0.97%	2	0.49%	2	0.49%	1	0.24%	0	0.00%
Mutual Funds	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
No Research	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Non-Routine Business	2	0.49%	2	0.49%	0	0.00%	2	0.49%	0	0.00%	0	0.00%
Routine Business	15	3.64%	15	3.64%	15	3.64%	0	0.00%	0	0.00%	0	0.00%
Social	30	7.28%	30	7.28%	1	0.24%	29	7.04%	4	0.97%	0	0.00%
Strategic Transactions	1	0.24%	1	0.24%	1	0.24%	0	0.00%	0	0.00%	0	0.00%
Takeover Related	4	0.97%	4	0.97%	4	0.97%	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>412</b>	<b>100.00%</b>	<b>412</b>	<b>100.00%</b>	<b>354</b>	<b>85.92%</b>	<b>58</b>	<b>14.08%</b>	<b>16</b>	<b>3.88%</b>	<b>0</b>	<b>0.00%</b>

## Intuit Inc.

**Meeting Date:** 01/18/2024

**Country:** USA

**Ticker:** INTU

**Record Date:** 11/20/2023

**Meeting Type:** Annual

**Meeting ID:** 1806332

**Primary CUSIP:** 461202103

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Eve Burton	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1b		Elect Director Scott D. Cook	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1c		Elect Director Richard L. Dalzell	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1d		Elect Director Sasan K. Goodarzi	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1e		Elect Director Deborah Liu	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1f		Elect Director Tekedra Mawakana	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										
1g		Elect Director Suzanne Nora Johnson	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>										

## Intuit Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1h		Elect Director Ryan Roslansky	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Thomas Szkutak	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Raul Vazquez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Eric S. Yuan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.</i>								
3		Advisory Vote on Say on Pay Frequency	G	Mgmt	Yes	One Year	One Year	One Year	No	No
		<i>Voting Policy Rationale: A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.</i>								
4		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
5		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
6		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against	For	For	Yes	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>								

## Visa Inc.

**Meeting Date:** 01/23/2024

**Country:** USA

**Ticker:** V

**Record Date:** 11/24/2023

**Meeting Type:** Annual

**Meeting ID:** 1809416

**Primary CUSIP:** 92826C839

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Lloyd A. Carney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Kermit R. Crawford	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1c		Elect Director Francisco Javier Fernandez-Carbajal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1d		Elect Director Ramon Laguarta	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1e		Elect Director Teri L. List	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1f		Elect Director John F. Lundgren	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1g		Elect Director Ryan McInerney	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1h		Elect Director Denise M. Morrison	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1i		Elect Director Pamela Murphy	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1j		Elect Director Linda J. Rendle	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
1k		Elect Director Maynard G. Webb, Jr.	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted at this time.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While the annual and long-term incentives are primarily performance based, certain concerns are noted under both programs relating to the lack of per-metric weightings and the use of annual performance periods in the LTI.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Approve Class B Exchange Offer Program Certificate Amendments	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. At present, upon the resolution of certain litigation, a large number of Class B shares will become freely convertible into Class A shares all at once, which could lead to market disruptions and volatility for Class A shareholders. The proposed exchange offer provides for a more methodical approach to the conversion of the Class B shares, which would occur in stages and release smaller portions of Class B shares for conversion, thereby mitigating some of this risk.</i>								
5		Adjourn Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as support for the underlying proposals at the shareholder meeting is warranted.</i>								

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Submit Severance Agreement (Change-in-Control) to Shareholder Vote	G	SH	Yes	Against	Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. The company has a policy which limits cash severance to a reasonable basis absent shareholder approval, and no significant concerns are identified with respect to the company's broad-based equity award treatment.</i></p>										

Accenture plc

**Meeting Date:** 01/31/2024      **Country:** Ireland      **Ticker:** ACN  
**Record Date:** 12/04/2023      **Meeting Type:** Annual      **Meeting ID:** 1811227  
**Primary CUSIP:** G1151C101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jaime Ardila	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1b		Elect Director Martin Brudermuller	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1c		Elect Director Alan Jope	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1d		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1e		Elect Director Beth E. Mooney	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1f		Elect Director Gilles C. Pelisson	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1g		Elect Director Paula A. Price	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1h		Elect Director Venkata (Murthy) Renduchintala	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1i		Elect Director Arun Sarin	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1j		Elect Director Julie Sweet	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										
1k		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the directors is warranted.</i></p>										

## Accenture plc

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. While shareholders would benefit from more substantial disclosure of goal definition, CEO pay and company performance are reasonably aligned at this time.</i></p>										
3		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i></p>										
4		Amend Nonqualified Employee Stock Purchase Plan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The plan is broad based.</i></p>										
5		Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
6		Renew the Board's Authority to Issue Shares Under Irish Law	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i></p>										
7		Authorize Board to Opt-Out of Statutory Pre-Emption Rights	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as the proposed amounts and durations are within recommended limits.</i></p>										
8		Determine Price Range for Reissuance of Treasury Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.</i></p>										

## PT Bank Mandiri (Persero) Tbk

**Meeting Date:** 03/07/2024

**Country:** Indonesia

**Ticker:** BMRI

**Record Date:** 02/12/2024

**Meeting Type:** Annual

**Meeting ID:** 1818374

**Primary CUSIP:** Y7123S108

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Approve Annual Report, Financial Statements, Statutory Reports, Report of the Micro and Small Business Funding Program (PUMK), and Discharge of Directors and Commissioners	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted given the absence of any known issues surrounding the company's financial statements.</i></p>										
2		Approve Allocation of Income	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i></p>										

## PT Bank Mandiri (Persero) Tbk

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
3		Approve Remuneration and Tantiem of Directors and Commissioners	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>										
4		Appoint Auditors of the Company and the Micro and Small Business Funding Program (PUMK)	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted given that the non-audit fees exceeded the total audit fees paid to the company's audit firm in the latest fiscal year without satisfactory explanation.</i>										
5		Accept Report on the Use of Proceeds from the Shelf Public Offering of Shelf Green Bonds I Tranche I of Bank Mandiri of 2023	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										
6		Approve Company's Recovery Plan Update	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted.</i>										
7		Amend Articles of Association	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted given the lack of further information to make an informed voting decision.</i>										
8		Approve Changes in the Boards of the Company	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted given the lack of information to make an informed voting decision.</i>										

## AstraZeneca PLC

**Meeting Date:** 04/11/2024

**Country:** United Kingdom

**Ticker:** AZN

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1823178

**Primary CUSIP:** G0593M107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the Company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.</i>										
2		Approve Dividends	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted because this is a routine item and no significant concerns have been identified.</i>										
3		Reappoint PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i>										



Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Authorise Board to Fix Remuneration of Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because there are no concerns regarding this proposal.</i></p>										
5a		Re-elect Michel Demare as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>										
5b		Re-elect Pascal Soriot as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>										
5c		Re-elect Aradhana Sarin as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>										
5d		Re-elect Philip Broadley as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>										
5e		Re-elect Euan Ashley as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>										
5f		Re-elect Deborah DiSanzo as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Items 5a to 5l A vote FOR these Directors is warranted as no significant concerns have been identified. Item 5m A vote FOR this Director is considered warranted, although it is not without concern for shareholders: * Marcus Wallenberg holds a significant number of board roles at other publicly-listed companies in addition to his position at the Company. These external time commitments may undermine his ability to serve effectively in his respective roles. The main reason for support is: * All of his directorships at listed companies relate to his role at Investor AB, given its significant stake in those companies. Taking this factor into account, support for his re-election is considered warranted.</i></p>										

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

## AstraZeneca PLC

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted as no significant concerns have been identified.</i></p>										
7		Approve Remuneration Policy	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted: * The new maximum pay opportunities, especially a new LTIP maximum of 850% of salary, represent a substantial pay adjustment which positions executive pay very significantly above the Company's FTSE 10 peers. Bonus opportunities are increased simultaneously, further increasing variable pay. * The proposed variable incentive repositioning follows a trend of large increases to potential pay every policy year and represents the opportunity of an additional 3.5x salary since 2020 (although the growth of the Company in market cap, revenue, and TSR since 2020 is also recognised). The merits of the Company's rationale are acknowledged: AstraZeneca undoubtedly has a global reach, is in a high-paying sector, and is led by a very highly regarded CEO. However, the degree by which the new opportunity exceeds FTSE peers is very high, to the extent that support is not recommended.</i></p>										
8		Amend Performance Share Plan 2020	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted: * The new LTIP maximum of 850% of salary represents a significant pay adjustment which positions executive pay significantly above the Company's FTSE 10 peers.</i></p>										
9		Authorise UK Political Donations and Expenditure	S	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because the Company states that it does not intend to make overtly political payments but is making this technical proposal in order to avoid inadvertent contravention of UK legislation.</i></p>										
10		Authorise Issue of Equity	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i></p>										
11		Authorise Issue of Equity without Pre-emptive Rights	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i></p>										
12		Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.</i></p>										
13		Authorise Market Purchase of Ordinary Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.</i></p>										
14		Authorise the Company to Call General Meeting with Two Weeks' Notice	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted. No issues of concern have been identified.</i></p>										

## Adobe Inc.

**Meeting Date:** 04/17/2024

**Record Date:** 02/20/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 00724F101

**Ticker:** ADBE

**Meeting ID:** 1828583

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Cristiano Amon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Amy Banse	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director Brett Biggs	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Melanie Boulden	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Frank Calderoni	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Laura Desmond	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Shantanu Narayen	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Spencer Neumann	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Kathleen Oberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Dheeraj Pandey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director David Ricks	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Daniel Rosensweig	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Amend Omnibus Stock Plan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Annual incentives and long-term incentives are primarily performance-based. In addition, the relative TSR PSUs utilize a multi-year performance period and a payout cap for negative absolute results, while targeting above-median performance. However, concerns remain regarding the annual performance period for certain equity awards and the lack of disclosed specific annual incentive targets and weightings, though certain improvements to the STI are expected to be made next year.</i>								

## Adobe Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
5		Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	G	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggests a mandatory resignation policy is needed.</i></p>											
6		Report on Hiring of Persons with Arrest or Incarceration Records	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives.</i></p>											

## ASML Holding NV

**Meeting Date:** 04/24/2024      **Country:** Netherlands      **Ticker:** ASML  
**Record Date:** 03/27/2024      **Meeting Type:** Annual      **Meeting ID:** 1818545  
**Primary CUSIP:** N07059202

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1		Annual Meeting Agenda		Mgmt	No						
		Open Meeting	G	Mgmt	No						
<p><i>Voting Policy Rationale: No vote is required for this item.</i></p>											
2		Discuss the Company's Business, Financial Situation and ESG Sustainability	G	Mgmt	No						
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>											
3a		Approve Remuneration Report	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted as the proposed remuneration report is in line with market practice, regarding actual content and disclosure.</i></p>											
3b		Adopt Financial Statements and Statutory Reports	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.</i></p>											
3c		Discussion on Company's Corporate Governance Structure and Compliance with the Corporate Governance Code	G	Mgmt	No						
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>											
3d		Receive Explanation on Company's Reserves and Dividend Policy	G	Mgmt	No						
<p><i>Voting Policy Rationale: This is a non-voting item.</i></p>											

# ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
3e		Approve Dividends	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this dividend proposal is warranted because the proposed payout ratio is adequate without being excessive.</i>									
4a		Approve Discharge of Management Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
4b		Approve Discharge of Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.</i>									
5		Approve Number of Shares for Management Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this item is warranted because the terms of the proposed equity plan are not problematic.</i>									
6a		Announce Intention to Reappoint C.D. Fouquet to Management Board	G	Mgmt	No						
		<i>Voting Policy Rationale: These are non-voting items.</i>									
6b		Announce Intention to Reappoint J.P. Koonmen to Management Board	G	Mgmt	No						
		<i>Voting Policy Rationale: These are non-voting items.</i>									
7a		Discuss Updated Profile of the Supervisory Board	G	Mgmt	No						
		<i>Voting Policy Rationale: This is a non-voting item.</i>									
7b		Reelect A.P. Aris to Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>									
7c		Reelect D.M. Durcan to Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>									
7d		Reelect D.W.A. East to Supervisory Board	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these elections is warranted because: * The nominees are elected for a period not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.</i>									
7e		Discuss Composition of the Supervisory Board	G	Mgmt	No						
		<i>Voting Policy Rationale: This is a non-voting item.</i>									
8a		Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>									

## ASML Holding NV

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
8b		Authorize Board to Exclude Preemptive Rights from Share Issuances	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.</i>										
9		Authorize Repurchase of Up to 10 Percent of Issued Share Capital	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow ASML Holding to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.</i>										
10		Authorize Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because the cancellation of shares is in shareholders' interests.</i>										
11		Other Business (Non-Voting)	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										
12		Close Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: No vote is required for this item.</i>										

## Abbott Laboratories

**Meeting Date:** 04/26/2024

**Country:** USA

**Ticker:** ABT

**Record Date:** 02/28/2024

**Meeting Type:** Annual

**Meeting ID:** 1835685

**Primary CUSIP:** 002824100

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Robert J. Alpern	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.2		Elect Director Claire Babineaux-Fontenot	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.3		Elect Director Sally E. Blount	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.4		Elect Director Robert B. Ford	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.5		Elect Director Paola Gonzalez	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.6		Elect Director Michelle A. Kumbier	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										

# Abbott Laboratories

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.7		Elect Director Darren W. McDew	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.8		Elect Director Nancy McKinstry	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.9		Elect Director Michael G. O'Grady	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.10		Elect Director Michael F. Roman	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.11		Elect Director Daniel J. Starks	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1.12		Elect Director John G. Stratton	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay is reasonably aligned with performance for the year under review. Although there are concerns with the structure of the LTI, the majority of the incentive program was performance based and there is no upside potential for the performance shares.</i>										

## Evolution AB

**Meeting Date:** 04/26/2024

**Country:** Sweden

**Ticker:** EVO

**Record Date:** 04/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1794352

**Primary CUSIP:** W3287P115

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Open Meeting	G	Mgmt	No					
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
2.1		Elect Fredrik Palm as Chairman of Meeting	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										
3		Prepare and Approve List of Shareholders	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: These are routine meeting formalities.</i>										



## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
4		Approve Agenda of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
5.1		Designate Erik Sprinchorn as Inspector of Minutes of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
6		Acknowledge Proper Convening of Meeting	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: These are routine meeting formalities.</i>								
7.a		Accept Financial Statements and Statutory Reports	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the approval of the annual accounts is warranted due to a lack of concern regarding the accounts presented or audit procedures used.</i>								
7.b		Approve Allocation of Income and Dividends of EUR 2.65 Per Share	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this income allocation proposal is warranted due to a lack of controversy surrounding the proposed dividend.</i>								
7.c1		Approve Discharge of Jens von Bahr	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c2		Approve Discharge of Fredrik Osterberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c3		Approve Discharge of Ian Livingstone	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c4		Approve Discharge of Joel Citron	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c5		Approve Discharge of Jonas Engwall	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c6		Approve Discharge of Mimi Drake	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								
7.c7		Approve Discharge of Sandra Urie	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i>								

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
7.c8		Approve Discharge of Martin Carlesund	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted as there is no evidence that the board directors or management have not fulfilled their fiduciary duties.</i></p>										
8		Determine Number of Members (6) and Deputy Members (0) of Board	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because of a lack of controversy concerning the size of the board.</i></p>										
9		Approve Remuneration of Directors in the Amount of EUR 400,000 to Chairman and EUR 100,000 for Other Directors	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this item is warranted, as the proposed director fees lack justification and can be considered excessive in relation to comparable domestic peers.</i></p>										
10.1		Reelect Jens von Bahr (Chair) as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.2		Reelect Joel Citron as Director	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.3		Reelect Mimi Drake as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.4		Reelect Ian Livingstone as Director	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.5		Reelect Sandra Urie as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
10.6		Reelect Fredrik Osterberg as Director	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent nominating committee members Joel Citron and Ian Livingstone is warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.</i></p>										
11		Approve Remuneration of Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
12.1		Ratify PricewaterhouseCoopers as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i></p>										
13		Approve Nomination Committee Procedures	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the approval of the procedure for the appointment of a nominating committee is warranted due to the local market practice of including non-board members in the nominating committee.</i></p>										

## Evolution AB

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
14		Approve Remuneration Policy And Other Terms of Employment For Executive Management	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration policy is well described and does not contravene good European executive remuneration practice.</i></p>										
15		Approve Remuneration Report	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because the proposed remuneration report is well described and does not contravene good European executive remuneration practice. Significant pay quantum concerns are noted with the 2020 warrant plan vested during the fiscal year in review. As such, the vote is qualified.</i></p>										
16		Authorize Share Repurchase Program	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals to repurchase (Item 16) and reissue (Item 17) company shares is warranted, despite the lack of a disclosed volume limit, because: * There are acceptable limits on holding and duration, and * There is no evidence of past abuse of repurchase authorities.</i></p>										
17		Authorize Reissuance of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals to repurchase (Item 16) and reissue (Item 17) company shares is warranted, despite the lack of a disclosed volume limit, because: * There are acceptable limits on holding and duration, and * There is no evidence of past abuse of repurchase authorities.</i></p>										
18		Approve Issuance of up to 10 Percent of Issued Shares without Preemptive Rights	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this issuance authorization is warranted because the potential share capital increase is not excessive.</i></p>										
19		Approve EUR 13,722.05 Reduction in Share Capital via Share Cancellation; Approve EUR 13,722.05 Increase in Share Capital Through a Bonus Issue	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted as the cancellation of shares may improve the efficiency of the balance sheet, which may also enhance returns over the long-term.</i></p>										
20		Approve Transfer of Shares to the Sellers of BTG	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted because the transfer is largely uncontroversial and clearly explained.</i></p>										
21		Close Meeting	G	Mgmt	No					
<p><i>Voting Policy Rationale: This is a non-voting formality.</i></p>										

## Advanced Micro Devices, Inc.

**Meeting Date:** 05/08/2024

**Country:** USA

**Ticker:** AMD

**Record Date:** 03/13/2024

**Meeting Type:** Annual

**Meeting ID:** 1838424

**Primary CUSIP:** 007903107

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Nora M. Denzel	G	Mgmt	Yes	For	For	For	No	No

## Advanced Micro Devices, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1b		Elect Director Mark Durcan	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1c		Elect Director Michael P. Gregoire	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1d		Elect Director Joseph A. Householder	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1e		Elect Director John W. Marren	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1f		Elect Director Jon A. Olson	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1g		Elect Director Lisa T. Su	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1h		Elect Director Abhi Y. Talwalkar	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1i		Elect Director Elizabeth W. Vanderslice	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>									
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as CEO pay, and company performance are reasonably aligned at this time. Although the lack of forward-looking performance goal disclosure under the annual LTI program inhibits investors' ability to assess the rigor of the program, payouts under both the STI and LTI were commensurate with recent and longer-term company performance. Moreover, several special equity awards were granted to certain NEOs in light of executive changes; however, half of all sign-on and promotional awards for such NEOs were performance-conditioned, with multi-year performance periods, mitigating concerns.</i>									
4		Reduce Ownership Threshold for Shareholders to Call Special Meeting	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders ability to make use of the right. Additionally, an affirmative vote on this proposal may signal support for modifying certain restrictions the board implemented on special meeting timing and subject matter, which may otherwise hinder the effectiveness of the right.</i>									

## Prologis, Inc.

**Meeting Date:** 05/09/2024

**Record Date:** 03/12/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 74340W103

**Ticker:** PLD

**Meeting ID:** 1841903

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Hamid R. Moghadam	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Cristina G. Bitá	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director James B. Connor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director George L. Fotiades	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Lydia H. Kennard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Irving F. Lyons, III	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Guy A. Metcalfe	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Avid Modjtabei	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director David P. O'Connor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director Olivier Piani	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Carl B. Webb	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. The compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, several changes to the pay program for FY24, made in response to shareholder concerns, mitigate a pay-for-performance misalignment for the year under review. These changes include a simplified LTI program, elimination of one outperformance program and a smaller pool for the other, increased LTI goal rigor and a meaningful cap on total reported compensation for the current CEO. Continued monitoring of pay outcomes is warranted as the company implements the changes going forward.</i>								
3		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Reduce Supermajority Vote Requirement to Amend Charter	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.</i>								

## Prologis, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
5		Reduce Supermajority Vote Requirement to Amend Bylaws	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements enhances shareholder rights.</i></p>										
6		Adopt Simple Majority Vote	G	SH	Yes	Against	For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Items 4 and 5 are not approved this year.</i></p>										

## Lamar Advertising Company

**Meeting Date:** 05/16/2024

**Country:** USA

**Ticker:** LAMR

**Record Date:** 03/18/2024

**Meeting Type:** Annual

**Meeting ID:** 1845927

**Primary CUSIP:** 512816109

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Nancy Fletcher	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.2		Elect Director John E. Koerner, III	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.3		Elect Director Marshall A. Loeb	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.4		Elect Director Stephen P. Mumblow	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.5		Elect Director Thomas V. Reifenheiser	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										

## Lamar Advertising Company

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.6		Elect Director Anna Reilly	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.7		Elect Director Kevin P. Reilly, Jr.	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.8		Elect Director Wendell Reilly	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
1.9		Elect Director Elizabeth Thompson	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for director nominees Kevin Reilly Jr., Wendell Reilly, and Anna Reilly as their ownership of the supervoting shares provides them with voting power control of the company. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify KPMG LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										

## Amazon.com, Inc.

**Meeting Date:** 05/22/2024      **Country:** USA      **Ticker:** AMZN  
**Record Date:** 03/28/2024      **Meeting Type:** Annual      **Meeting ID:** 1848566  
**Primary CUSIP:** 023135106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Jeffrey P. Bezos	G	Mgmt	Yes	For	Against	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1b		Elect Director Andrew R. Jassy	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1c		Elect Director Keith B. Alexander	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1d		Elect Director Edith W. Cooper	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1e		Elect Director Jamie S. Gorelick	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1f		Elect Director Daniel P. Huttenlocher	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1g		Elect Director Andrew Y. Ng	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								
1h		Elect Director Indra K. Nooyi	G	Mgmt	Yes	For	For	For	No	No
		<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>								



Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1i		Elect Director Jonathan J. Rubinstein	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1j		Elect Director Brad D. Smith	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1k		Elect Director Patricia Q. Stonesifer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
1l		Elect Director Wendell P. Weeks	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. Votes AGAINST board chair Jeffrey Bezos are warranted given that the chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. Votes FOR the remaining nominees are warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: While a pay-for-performance misalignment was identified for the year in review and certain concerns remain surrounding the company's pay program structure, as no portion of NEO compensation is directly tied to the achievement of pre-set performance criteria, certain mitigating factors have been identified. Specifically, it is recognized that FY23 pay for all NEOs was relatively low, consisting only of a base salary and certain perquisites. In addition, no equity awards were provided to NEOs in FY23, following relatively large grants made to certain NEOs during the prior fiscal year. However, following consecutive years of relatively low support for this proposal, the compensation committee demonstrated limited responsiveness to certain shareholders' concerns. The compensation committee engaged with shareholders, disclosed specific feedback, and provided enhanced disclosure surrounding the current pay program design and philosophy. While this greater transparency into the committee's rationale for its pay practices is recognized, the company did not make material changes to the pay program to address certain shareholder concerns. Although the company has demonstrated a degree of responsiveness by addressing certain shareholders questions, the lack of actions taken in respect to certain areas of concern falls short of adequate responsiveness. In light of the committee's limited responsiveness to the relatively low say-on-pay vote last year, a vote AGAINST this proposal is warranted.</i></p>										
4		Establish a Public Policy Committee	E, S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
5		Establish a Board Committee on Corporate Financial Sustainability	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company has a board committee with responsibility to oversee operations and supply chain and engagement with customers, suppliers, and communities, and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.</i></p>											
6		Report on Customer Due Diligence	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>											
7		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i></p>											
8		Report on Median and Adjusted Gender/Racial Pay Gaps	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Publishing the requested pay gap statistics could increase accountability for diversity efforts and would provide shareholders with useful information about how effectively management is assessing and mitigating risks that may arise from inequitable worker treatment.</i></p>											
9		Report on Viewpoint Discrimination	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted. The company's current reporting and policies regarding the handling of controversial products and contents seem to provide sufficient information on proper and improper use of its service and when the company may restrict or remove products or content from its platform.</i></p>											
10		Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	E, S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.</i></p>											
11		Report on Efforts to Reduce Plastic Use	E	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.</i></p>											
12		Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks, particularly regarding freedom of association and collective bargaining rights.</i></p>											
13		Disclose All Material Scope 3 GHG Emissions	E	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Disclosure of all material Scope 3 emissions would allow shareholders to better evaluate the company's progress toward its net zero ambition, provide assurance that the company is managing climate-related risks appropriately, and help the company prepare for potential regulatory requirements.</i></p>											
14		Commission Third Party Study and Report on Risks Associated with Use of Rekognition	S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.</i></p>											

## Amazon.com, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
15		Adopt Policy to Require Board Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i></p>											
16		Establish a Board Committee on Artificial Intelligence	E, S	SH	Yes	Against		For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because: * The establishment of a board committee on artificial intelligence would serve to further strengthen the company's ability to manage associated human rights risks and other related issues; and * Formalizing the company's current risk oversight mechanisms through the establishment of a committee would not be prohibitively costly or unduly burdensome.</i></p>											
17		Commission a Third Party Audit on Working Conditions	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Concerns are raised regarding recent work-place related violations and resulting negative media attention. Given the potential reputational risk, an independent third-party audit appears reasonable at this time. Additionally, results from an independent audit may address the inconsistencies between the statistics cited by the proponent and the injury rates reported by the company, which would allow shareholders to more fully evaluate the company's efforts to address workplace safety.</i></p>											

## The Charles Schwab Corporation

**Meeting Date:** 05/23/2024

**Country:** USA

**Ticker:** SCHW

**Record Date:** 03/25/2024

**Meeting Type:** Annual

**Meeting ID:** 1845606

**Primary CUSIP:** 808513105

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Walter W. Bettinger, II	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.2		Elect Director Joan T. Dea	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.3		Elect Director Christopher V. Dodds	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.4		Elect Director Bharat B. Masrani	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
1.5		Elect Director Charles A. Ruffel	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i></p>											
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											

## The Charles Schwab Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
3		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.</i></p>											
4		Improve Executive Compensation Program and Policy	S, G	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Given the company's current processes and programs, it is not clear that the request to include the CEO pay ratio factor would improve the company's existing executive compensation program.</i></p>											
5		Report on Civil Rights and Non-Discrimination Audit	E, S	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate against employees.</i></p>											
6		Report on Median Gender/Racial Pay Gaps	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from median racial/gender pay gap reporting that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.</i></p>											

## Meta Platforms, Inc.

**Meeting Date:** 05/29/2024

**Country:** USA

**Ticker:** META

**Record Date:** 04/01/2024

**Meeting Type:** Annual

**Meeting ID:** 1851990

**Primary CUSIP:** 30303M102

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Peggy Alford	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>											

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.2		Elect Director Marc L. Andreessen	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.3		Elect Director John Arnold	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.4		Elect Director Andrew W. Houston	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.5		Elect Director Nancy Killefer	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.6		Elect Director Robert M. Kimmitt	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.7		Elect Director Hock E. Tan	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.8		Elect Director Tracey T. Travis	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.9		Elect Director Tony Xu	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
1.10		Elect Director Mark Zuckerberg	G	Mgmt	Yes	For	Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes are further warranted for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, given that the multi-class structure is not subject to a reasonable time-based sunset provision. A WITHHOLD vote is further warranted for Peggy Alford in her capacity as chair of the compensation, nominating, &amp; governance committee due to consecutive years of high director pay without reasonable rationale disclosed. Significant risks to shareholders stemming from moderate to severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against, manage and mitigate material environmental, social and governance risks. In addition, the company does not have any public reports or information on its website about its sustainability strategy or communications regarding its environmental and social performance. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm. A vote FOR the remaining director nominees is warranted.</i></p>										
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>										
3		Amend Certificate of Incorporation to Limit the Liability of Officers	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.</i></p>										

# Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For		Against	Against	Yes	No
		<i>Voting Policy Rationale: Based on a qualitative evaluation of the proposed amendment, a vote AGAINST the proposal is warranted. The proposed amendment to allow for dividend and dividend equivalent payments is considered contrary to shareholders' interests because the plan lacks a prohibition for the payment of dividends prior to the vesting of the underlying award.</i>									
5		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i>									
6		Report on Generative AI Misinformation and Disinformation Risks	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Additional disclosure on how the company intends to manage misinformation and disinformation risks related to generative AI would help shareholders better evaluate the company's approach.</i>									
7		Disclosure of Voting Results Based on Class of Shares	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it appears reasonable that the company would begin differentiating the voting results on a per-class basis to help facilitate improved board accountability at the company.</i>									
8		Report on Human Rights Risks in Non-US Markets	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as increased transparency and disclosure would allow shareholders to better evaluate the effectiveness of the company's efforts in managing human rights risks related to content moderation in its five largest non-U.S. markets.</i>									
9		Amend Corporate Governance Guidelines	E, S, G	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as it would enhance the lead independent director duties.</i>									
10		Report on Human Rights Impact Assessment of Targeted Advertising	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.</i>									
11		Report on Child Safety and Harm Reduction	S	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i>									
12		Commission Third-Party Report on Minimum Age for Social Media Products and Conduct an Advisory Shareholder Vote	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. While shareholders would likely benefit from more disclosure around the risks and benefits of a higher minimum age, the proposal also asks for an advisory vote on the topic, and management is better positioned to execute the company's strategy.</i>									
13		Report on Political Advertising and Election Cycle Enhanced Actions	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on the impacts of political advertising on the company's platforms would allow shareholders to better assess the company's management of its political advertising policies and practices aimed at reducing the spread of misinformation, and as well as its management of associated risks.</i>									



## Meta Platforms, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
14		Report on Framework to Assess Company Lobbying Alignment with Climate Goals	E, S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.</i></p>										

## Ares Management Corporation

**Meeting Date:** 06/04/2024      **Country:** USA      **Ticker:** ARES  
**Record Date:** 04/05/2024      **Meeting Type:** Annual      **Meeting ID:** 1853386  
**Primary CUSIP:** 03990B101

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Michael J. Arougheti	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										
1b		Elect Director Ashish Bhutani	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										
1c		Elect Director Antoinette Bush	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										
1d		Elect Director R. Kipp deVeer	G	Mgmt	Yes	For	Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to oversized incentive fee payments and carried interest distributions.</i></p>										

# Ares Management Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1e		Elect Director Paul G. Joubert	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											
1f		Elect Director David B. Kaplan	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											
1g		Elect Director Michael Lynton	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											
1h		Elect Director Eileen Naughton	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											
1i		Elect Director Judy D. Olian	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											
1j		Elect Director Antony P. Ressler	G	Mgmt	Yes	For		Against	Against	Yes	No
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											

## Ares Management Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1k		Elect Director Bennett Rosenthal	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: A vote AGAINST Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian is warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal is further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. A vote AGAINST Antony Ressler and Michael Arougheti is further warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Ashish Bhutani, Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian due to outsized incentive fee payments and carried interest distributions.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											

## Alphabet Inc.

**Meeting Date:** 06/07/2024

**Country:** USA

**Ticker:** GOOGL

**Record Date:** 04/09/2024

**Meeting Type:** Annual

**Meeting ID:** 1858349

**Primary CUSIP:** 02079K305

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1a		Elect Director Larry Page	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1b		Elect Director Sergey Brin	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1c		Elect Director Sundar Pichai	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1d		Elect Director John L. Hennessy	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1e		Elect Director Frances H. Arnold	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1f		Elect Director R. Martin "Marty" Chavez	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1g		Elect Director L. John Doerr	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1h		Elect Director Roger W. Ferguson, Jr.	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1i		Elect Director K. Ram Shriram	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
1j		Elect Director Robin L. Washington	G	Mgmt	Yes	For		Against	For	No	Yes
<p><i>Voting Policy Rationale: Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. Votes AGAINST incumbent compensation committee members L. John Doerr, K. Ram Shriram, and Robin Washington are warranted due to executive compensation concerns, in the absence of a say-on-pay proposal on the ballot. A vote FOR the remaining director nominees is warranted.</i></p>											
2		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											
3		Amend Bylaw regarding Stockholder Approval of Director Compensation	S, G	SH	Yes	Against		Against	Against	No	No
<p><i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. The proponent's rationale is insufficient to justify the adoption of a potentially disruptive and overly prescriptive proposal regarding director compensation, particularly in the absence of director pay magnitude and structure concerns.</i></p>											

# Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
4		Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company's current policies, commitments, and disclosures provide sufficient information for investors to determine how the company mitigates any risks associated with its EEO Policy.</i>									
5		Report on Electromagnetic Radiation and Wireless Technologies Risks	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, for the following reasons: * The scientific evidence suggests that the FCC's regulations around electromagnetic interference are protective of public health; * The company provides extensive disclosure indicating that its products comply with the law and the proponent does not cite any evidence to suggest the company is violating the law; and * This issue may be better addressed through the regulatory process.</i>									
6		Adopt Policy to Require Board of Directors Members to Disclose their Political and Charitable Donations	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted as the company discloses sufficient policies, procedures, and oversight to address the risks raised.</i>									
7		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>									
8		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure to evaluate the company's lobbying efforts.</i>									
9		Approve Recapitalization Plan for all Stock to Have One-vote per Share	G	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.</i>									
10		Report on Reproductive Healthcare Misinformation Risks	S	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted because further disclosure would benefit shareholders' understanding on the steps that Alphabet Inc. is taking to address concerns related to potential reproductive healthcare misinformation.</i>									
11		Amend Audit and Compliance Committee Charter to Include Artificial Intelligence Oversight	E, S, G	SH	Yes	Against		For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as adoption of the proposal should serve to provide the company a more robust oversight on risks associated with the company's artificial intelligence (AI) activities. Moreover, it would also further complement the company's commitments around the responsible use of AI.</i>									
12		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against		For	Against	No	Yes
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on mis/disinformation related to generative AI in order to assess how the company is managing associated risks.</i>									

## Alphabet Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
13		Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies	S	SH	Yes	Against		For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted because an independent human rights assessment on the impacts would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</i></p>											
14		Adopt Targets Evaluating YouTube Child Safety Policies	S	SH	Yes	Against		For	For	Yes	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.</i></p>											

## Arista Networks, Inc.

**Meeting Date:** 06/07/2024      **Country:** USA      **Ticker:** ANET  
**Record Date:** 04/09/2024      **Meeting Type:** Annual      **Meeting ID:** 1855774  
**Primary CUSIP:** 040413106

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Kelly Battles	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>											
1.2		Elect Director Kenneth Duda	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>											
1.3		Elect Director Jayshree Ullal	G	Mgmt	Yes	For		Withhold	For	No	Yes
<p><i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent director nominees Jayshree Ullal and Kelly Battles given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Kenneth (Ken) Duda is warranted.</i></p>											
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, with caution. Concern remains regarding the lack of disclosure of weightings and targets under the STIP, and the portion of the performance equity that is earned over an annual performance period and utilizes the same metrics as the STIP. Nevertheless, CEO pay and company performance are reasonably aligned for the year in review, annual incentives utilize financial metrics, and the CEO's long-term incentives are entirely performance-based.</i></p>											
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i></p>											
4		Amend Omnibus Stock Plan	G	Mgmt	Yes	For		For	For	No	No
<p><i>Voting Policy Rationale: Based on the Equity Plan Scorecard evaluation (EPSC), a vote FOR this proposal is warranted.</i></p>											

# Stroeer SE & Co. KGaA

**Meeting Date:** 06/11/2024

**Country:** Germany

**Ticker:** SAX

**Record Date:** 05/20/2024

**Meeting Type:** Annual

**Meeting ID:** 1850156

**Primary CUSIP:** D8169G100

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1		Accept Financial Statements and Statutory Reports for Fiscal Year 2023	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i>										
2		Approve Allocation of Income and Dividends of EUR 1.85 per Share	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the allocation of income resolution is warranted due to a lack of concerns.</i>										
3		Approve Discharge of Personally Liable Partner for Fiscal Year 2023	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because there is no evidence that the personally liable partner and supervisory board have not fulfilled their fiduciary duties.</i>										
4		Approve Discharge of Supervisory Board for Fiscal Year 2023	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted because there is no evidence that the personally liable partner and supervisory board have not fulfilled their fiduciary duties.</i>										
5		Ratify KPMG AG as Auditors and as Auditor for the Sustainability Reporting for Fiscal Year 2024	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR is warranted because there are no concerns regarding this proposal.</i>										
6		Elect Dieter Steinkamp to the Supervisory Board	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the proposed nominee is warranted.</i>										
7		Approve Creation of EUR 5.6 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the proposed authorization is warranted due to a lack of concerns.</i>										
8		Amend Articles Re: Proof of Entitlement	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the proposed article amendment is warranted because it reflects amendments in line with new German statutory requirements.</i>										
9		Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the proposed share repurchase program is warranted because this is a standard request in Germany.</i>										

## Stroeer SE & Co. KGaA

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
10		Authorize Use of Financial Derivatives when Repurchasing Shares	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted due to a lack of concerns.</i>										
11		Approve Remuneration Report	G	Mgmt	Yes	For	Against	Against	Yes	No
<i>Voting Policy Rationale: A vote AGAINST the remuneration report is warranted because: * Ex-post disclosure surrounding vested LTI tranches is underdeveloped. * There is some ambiguity over the SOP, and it appears that newly granted stock options are subject to a performance period of less than three years. * Significant shareholder dissent has not been addressed.</i>										

## Mastercard Incorporated

**Meeting Date:** 06/18/2024      **Country:** USA      **Ticker:** MA  
**Record Date:** 04/19/2024      **Meeting Type:** Annual      **Meeting ID:** 1857931  
**Primary CUSIP:** 57636Q104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Merit E. Janow	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1b		Elect Director Candido Bracher	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1c		Elect Director Richard K. Davis	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1d		Elect Director Julius Genachowski	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1e		Elect Director Choon Phong Goh	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1f		Elect Director Oki Matsumoto	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1g		Elect Director Michael Miebach	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1h		Elect Director Youngme Moon	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1i		Elect Director Rima Qureshi	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										
1j		Elect Director Gabrielle Sulzberger	G	Mgmt	Yes	For	For	For	No	No
<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>										



# Mastercard Incorporated

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1k		Elect Director Harit Talwar	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
1l		Elect Director Lance Ugгла	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>									
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Concerns are nonetheless raised regarding the significant role of discretion in the STIP. That said, FY23 STI payouts were generally aligned with strong corporate financial performance, and financial targets appeared to be rigorous. Further, equity grants were predominantly performance-conditioned.</i>									
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>									
4		Report on Lobbying Payments and Policy	S	SH	Yes	Against		For	For	Yes	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i>									
5		Amend Director Election Resignation Bylaw	G	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as there are no recurring issues regarding failed director elections at the company that suggest a mandatory resignation policy is needed, and there are arguable concerns that the proposal may not be in compliance with Delaware law.</i>									
6		Report on Congruency of Company's Privacy and Human Rights Policies with its Actions	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the company is providing sufficient disclosure regarding its human rights and data privacy efforts.</i>									
7		Report on Congruency of Company's Human Rights Statement with Charitable Contributions and Voluntary Partnerships	S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted because the company provides sufficient disclosure regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.</i>									
8		Report on Gender-Based Compensation and Benefits Inequities	E, S	SH	Yes	Against		Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted as the company is improving with respect to its gender pay gap, appears to provide competitive health benefits, and there is no evidence that the company is offering health care in a discriminatory manner.</i>									

# Apollo Global Management, Inc.

**Meeting Date:** 06/24/2024

**Record Date:** 04/25/2024

**Country:** USA

**Meeting Type:** Annual

**Primary CUSIP:** 03769M106

**Ticker:** APO

**Meeting ID:** 1859088

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS	
1.1		Elect Director Marc Beilinson	G	Mgmt	Yes	For		Against	Against	Yes	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.2		Elect Director James Belardi	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.3		Elect Director Jessica Bibliowicz	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.4		Elect Director Jay Clayton (Walter J. Clayton, III)	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.5		Elect Director Michael Ducey	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.6		Elect Director Kerry Murphy Healey	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.7		Elect Director Mitra Hormozi	G	Mgmt	Yes	For		Against	Against	Yes	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.8		Elect Director Pamela Joyner	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									
1.9		Elect Director Scott Kleinman	G	Mgmt	Yes	For		For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>									

# Apollo Global Management, Inc.

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.10		Elect Director A.B. Krongard	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.11		Elect Director Pauline Richards	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.12		Elect Director Marc Rowan	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.13		Elect Director David Simon	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.14		Elect Director Lynn Swann	G	Mgmt	Yes	For	Against	Against	Yes	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.15		Elect Director Patrick Toomey	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
1.16		Elect Director James Zelter	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote AGAINST compensation committee members Marc Beilinson, Mitra Hormozi and Lynn Swann is warranted, in the absence of a say-on-pay proposal on ballot. An NEO received very large partnership interest distributions resulting in excessive pay. The company does not disclose a meaningful cap on such distributions. This structure in conjunction with the resulting reported compensation is considered problematic. A vote FOR the remaining director nominees is warranted.</i>								
2		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

# NVIDIA Corporation

**Meeting Date:** 06/26/2024

**Country:** USA

**Ticker:** NVDA

**Record Date:** 04/29/2024

**Meeting Type:** Annual

**Meeting ID:** 1865677

**Primary CUSIP:** 67066G104

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Robert K. Burgess	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Tench Coxé	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director John O. Dabiri	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Persis S. Drell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director Jen-Hsun Huang	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Dawn Hudson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Harvey C. Jones	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Melissa B. Lora	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Stephen C. Neal	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director A. Brooke Seawell	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Aarti Shah	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Mark A. Stevens	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review. Although some concerns are raised with respect to the LTI plan, the CEO's equity awards are entirely performance-based, with clearly disclosed target goals.</i>								
3		Ratify PricewaterhouseCoopers LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Adopt Simple Majority Vote	G	SH	Yes	None	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.</i>								

# Automatic Data Processing, Inc.

Meeting Date: 11/06/2024

Country: USA

Ticker: ADP

Record Date: 09/09/2024

Meeting Type: Annual

Meeting ID: 1899483

Primary CUSIP: 053015103

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1a		Elect Director Peter Bisson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1b		Elect Director Maria Black	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1c		Elect Director David V. Goeckeler	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1d		Elect Director Linnie M. Haynesworth	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1e		Elect Director John P. Jones	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1f		Elect Director Francine S. Katsoudas	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1g		Elect Director Nazzic S. Keene	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1h		Elect Director Thomas J. Lynch	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1i		Elect Director Scott F. Powers	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1j		Elect Director William J. Ready	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1k		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1l		Elect Director Sandra S. Wijnberg	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Some concerns are noted regarding the goal rigor for the STI and LTI programs. However, the STI is primarily based on preset financial goals, while the LTI is largely performance-based.</i>								
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								

# Oracle Corporation

Meeting Date: 11/14/2024

Country: USA

Ticker: ORCL

Record Date: 09/16/2024

Meeting Type: Annual

Meeting ID: 1900450

Primary CUSIP: 68389X105

Voting Policy: Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Awo Ablo	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.2		Elect Director Jeffrey S. Berg	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.3		Elect Director Michael J. Boskin	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.4		Elect Director Safra A. Catz	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.5		Elect Director Bruce R. Chizen	G	Mgmt	Yes	For	Withhold	For	No	Yes
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.6		Elect Director George H. Conrades	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.7		Elect Director Lawrence J. Ellison	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.8		Elect Director Rona A. Fairhead	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.9		Elect Director Jeffrey O. Henley	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.10		Elect Director Charles W. Moorman	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								

## Oracle Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.11		Elect Director Leon E. Panetta	G	Mgmt	Yes	For		Withhold For	No	Yes
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.12		Elect Director William G. Parrett	G	Mgmt	Yes	For		Withhold For	No	Yes
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
1.13		Elect Director Naomi O. Seligman	G	Mgmt	Yes	For		For For	No	No
		<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent Governance Committee members Jeffrey Berg, Bruce Chizen, Leon Panetta, and William Parrett for the substantial pledging activity and significant concerns regarding risk oversight. A vote FOR the remaining directors is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For		Against For	No	Yes
		<i>Voting Policy Rationale: A vote AGAINST the proposal is warranted. While CEO pay and company performance were reasonably aligned for the year in review, there are concerns noted within the pay program. Most notably, annual equity grants to certain NEOs do not utilize performance-conditioned equity, which is inconsistent with prevailing market practices as well as contrary to recent shareholder feedback. Additionally, though disclosure surrounding security fees to Chairman Ellison improved in FY24, continued monitoring is warranted, as the value of this perquisite remains oversized.</i>								
3		Ratify Ernst & Young LLP as Auditors	G	Mgmt	Yes	For		For For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Report on Climate Risk in Retirement Plan Options	E	SH	Yes	Against		For Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.</i>								

## Microsoft Corporation

**Meeting Date:** 12/10/2024

**Country:** USA

**Ticker:** MSFT

**Record Date:** 09/30/2024

**Meeting Type:** Annual

**Meeting ID:** 1906254

**Primary CUSIP:** 594918104

**Voting Policy:** Sustainability

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.1		Elect Director Reid G. Hoffman	G	Mgmt	Yes	For		For For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.2		Elect Director Hugh F. Johnston	G	Mgmt	Yes	For		For For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.3		Elect Director Teri L. List	G	Mgmt	Yes	For		For For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								

# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
1.4		Elect Director Catherine MacGregor	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.5		Elect Director Mark A. L. Mason	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.6		Elect Director Satya Nadella	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.7		Elect Director Sandra E. Peterson	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.8		Elect Director Penny S. Pritzker	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.9		Elect Director Carlos A. Rodriguez	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.10		Elect Director Charles W. Scharf	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.11		Elect Director John W. Stanton	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
1.12		Elect Director Emma N. Walmsley	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR the director nominees is warranted.</i>								
2		Advisory Vote to Ratify Named Executive Officers' Compensation	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. The cash incentive payout was reduced at the CEO's request this year. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods.</i>								
3		Ratify Deloitte & Touche LLP as Auditors	G	Mgmt	Yes	For	For	For	No	No
		<i>Voting Policy Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>								
4		Report on Risks of Weapons Development	S	SH	Yes	Against	For	Against	No	No
		<i>Voting Policy Rationale: A vote FOR this resolution is warranted as the requested report would allow shareholders to better understand Microsoft's management and oversight of risks related to weapons development.</i>								
5		Assess and Report on Investing in Bitcoin	S	SH	Yes	Against	Against	Against	No	No
		<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, given that the company already considers potential investments in Bitcoin and other cryptocurrencies as part of its investment portfolio.</i>								



# Microsoft Corporation

Proposal Number	Significant Vote	Proposal Text	ESG Pillar	Proponent	Votable Proposal	Mgmt Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against ISS
6		Report on Risks of Operating in Countries with Significant Human Rights Concerns	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.</i></p>										
7		Report on Risks of Using Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure related to the potential risks associated with the use of the company's artificial intelligence and machine learning tools for new oil and gas development and production.</i></p>										
8		Report on Risks Related to AI Generated Misinformation and Disinformation	S	SH	Yes	Against	For	Against	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. Increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks.</i></p>										
9		Report on AI Data Sourcing Accountability	S	SH	Yes	Against	For	Against	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted as the company is facing increased risks related to copyright infringement. Although it discloses information about its assessment of AI risks generally, shareholders would benefit from greater attention to risks related to how the company uses third-party information to train its large language models.</i></p>										